MARVEL® COMICS

OCT. '97 1

MIB

MEN IN BLACK™

CUNNINGHAM
WHIGHAM
MOY
NICHOLS

THE OFFICIAL ADAPTATION OF THE HIT FILM!

DIRECT EDITION
7 59606 01076 9 00111
$3.99 US $5.60 CAN

Stan Lee &

MARVEL COMICS PRESENTS
THE OFFICIAL ADAPTATION
OF THE HIT FILM

BASED ON THE SCREEN STORY & SCREENPLAY BY
ED SOLOMON

LOWELL CUNNINGHAM
WRITER/CREATOR OF MIB

ROD WHIGHAM
PENCIL ART

PHILIP MOY&ART NICHOLS
INK ART

MATT WEBB
COLOR ART

CHRIS ELIOPOULOS
VIRTUAL CALLIGRAPHY
LETTERS

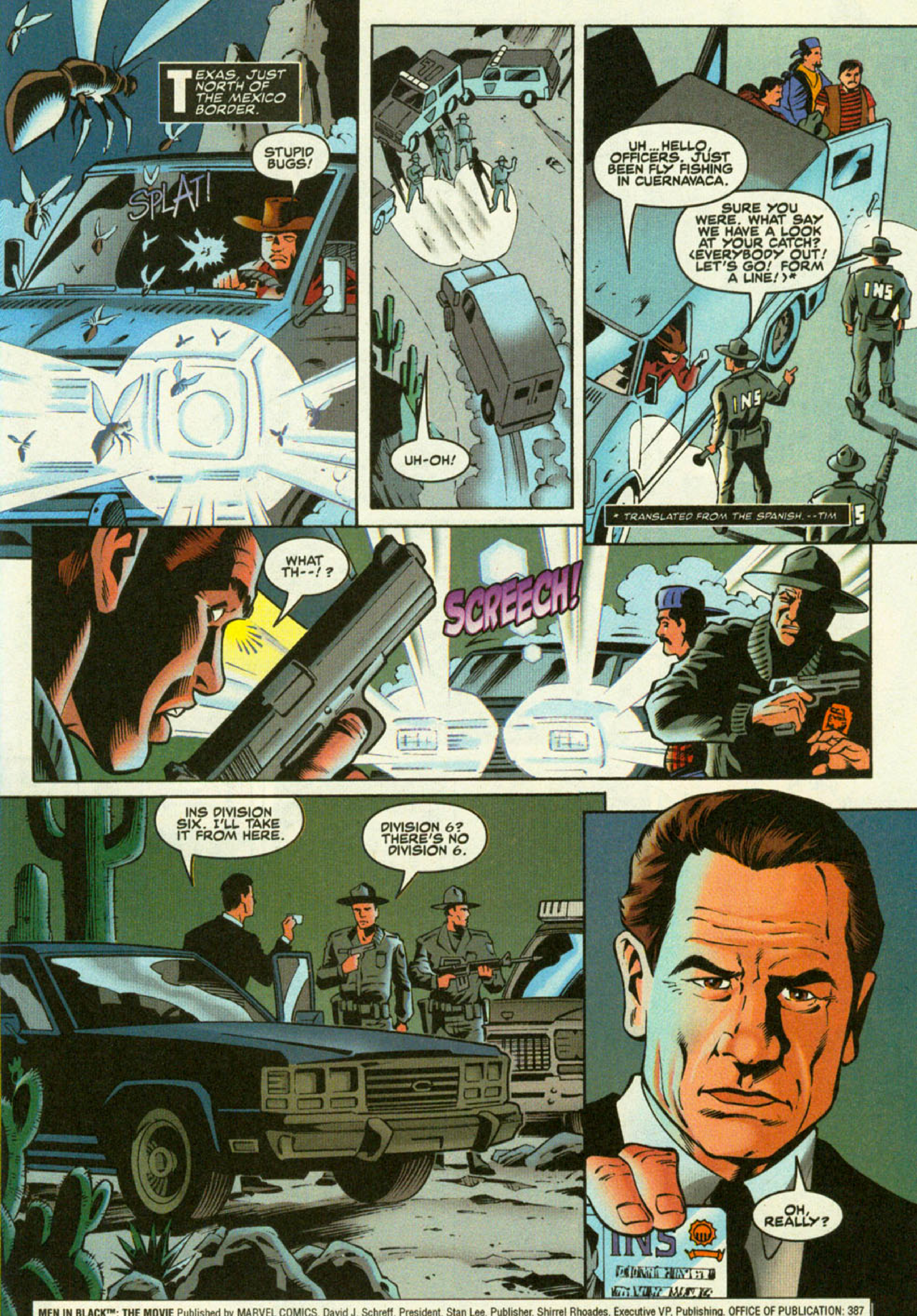
THANKS TO JACK *WESTERKAMP*, *CINDY LIN*
&MARK CAPLAN AT SONY SIGNATURES

JULIO SOTO
ASSISTANT EDITOR

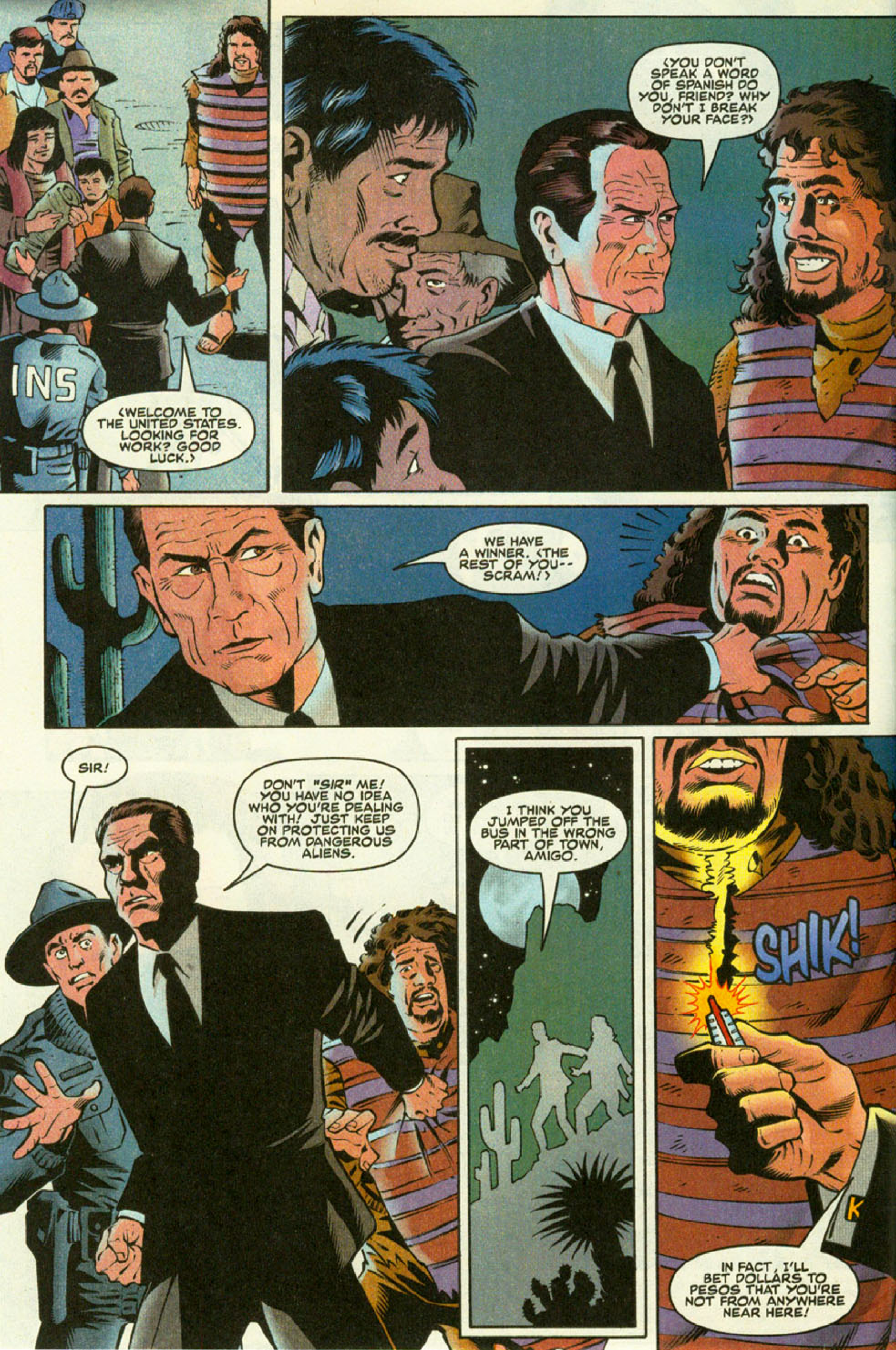
TIM TUOHY
EDITOR

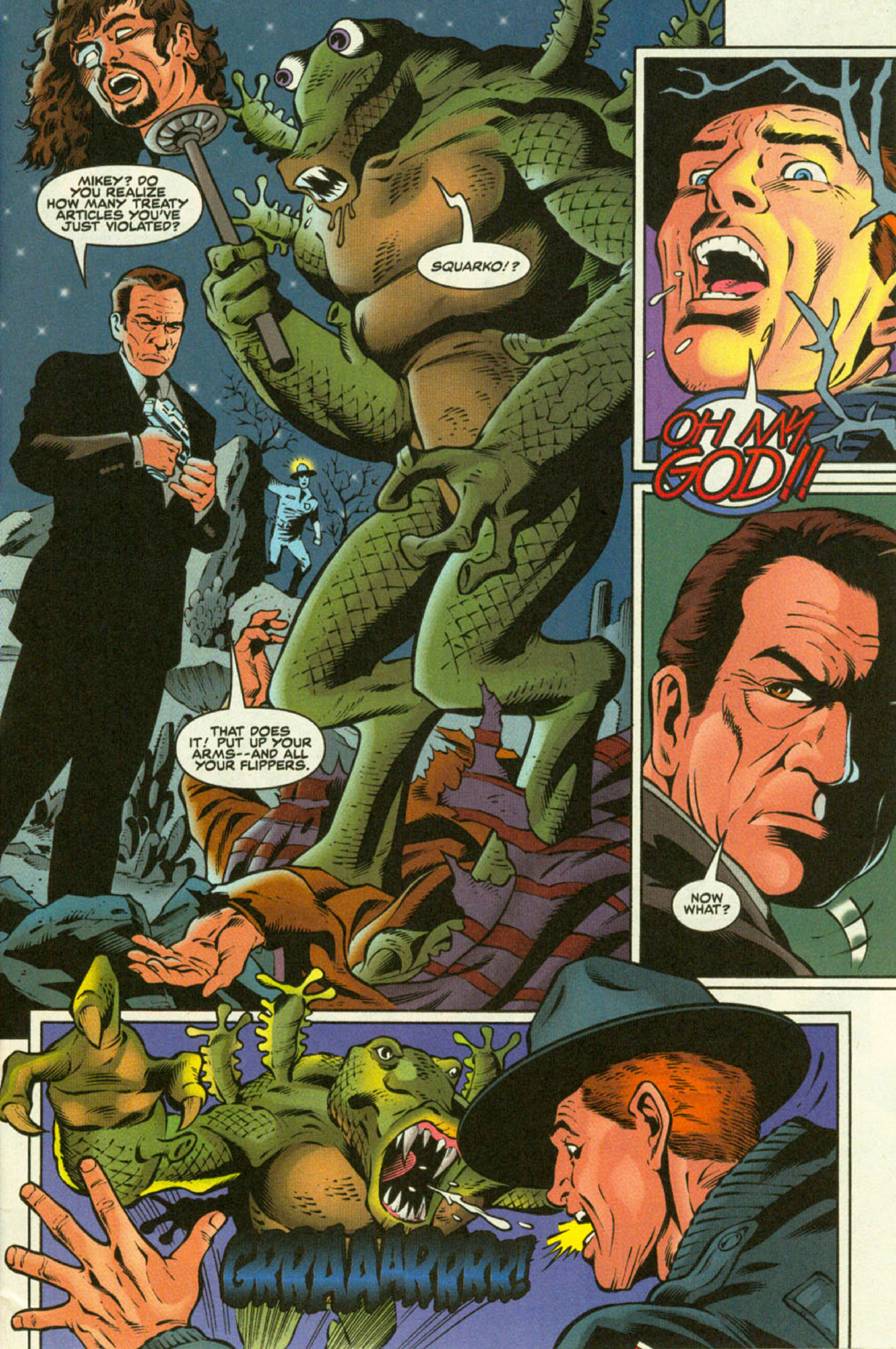
BOB HARRAS
EDITOR IN CHIEF

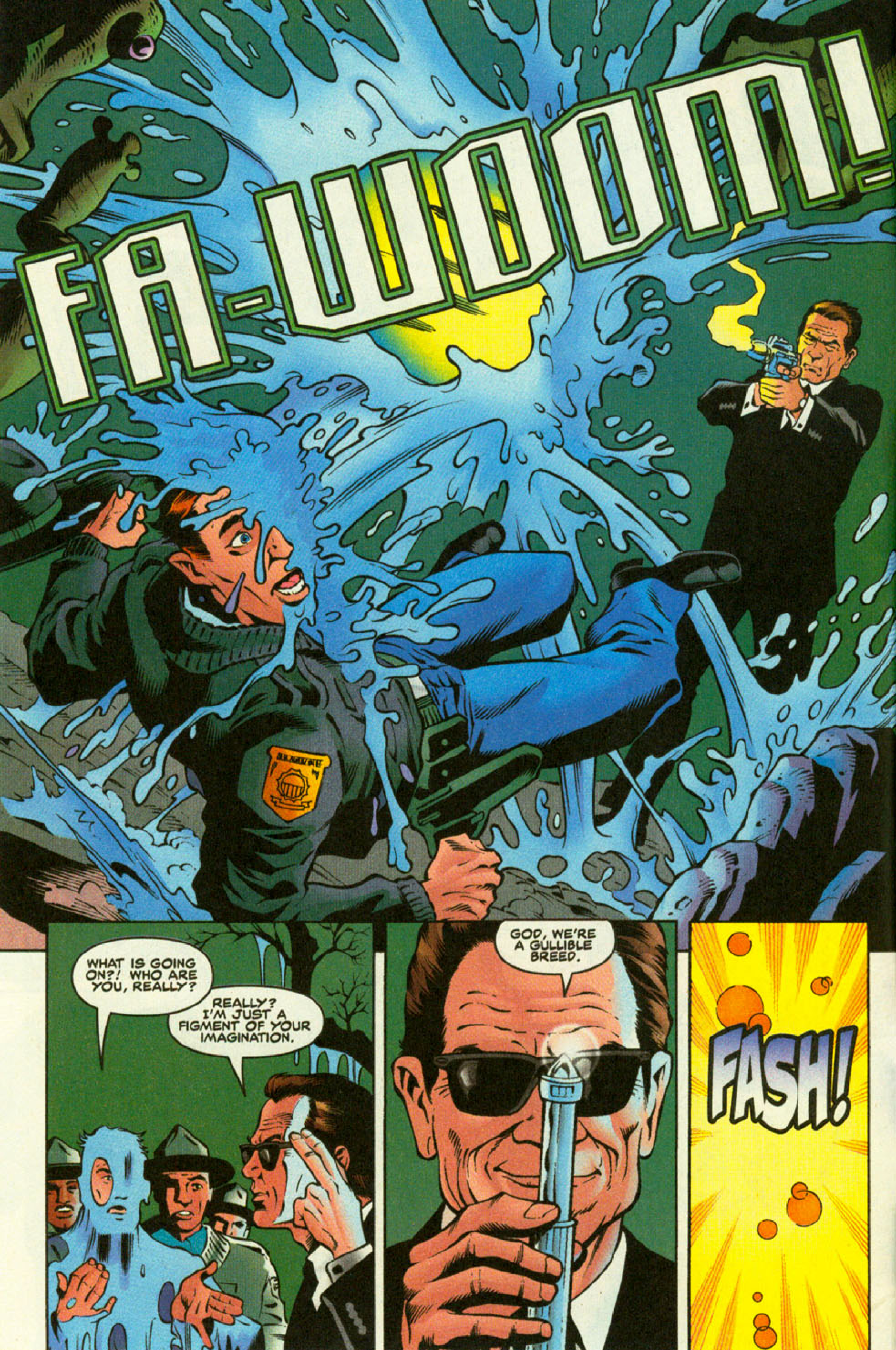
MR. JONES
MR. SMITH
PROTECTING THE EARTH FROM THE SCUM OF THE UNIVERSE.
MIB
MEN IN BLACK
COLUMBIA PICTURES
AMBLIN ENTERTAINMENT
MacDONALD/PARKES
BARRY SONNENFELD
TOMMY LEE JONES
WILL SMITH
"MEN IN BLACK"
LINDA FIORENTINO
VINCENT D'ONOFRIO
RIP TORN
STEVEN R. MOLEN
RICK BAKER
INDUSTRIAL LIGHT & MAGIC
DANNY ELFMAN
JIM MILLER
BO WELCH
DON PETERMAN
GRAHAM PLACE
STEVEN SPIELBERG
LOWELL CUNNINGHAM
ED SOLOMON
WALTER F. PARKES
LAURIE MacDONALD
BARRY SONNENFELD

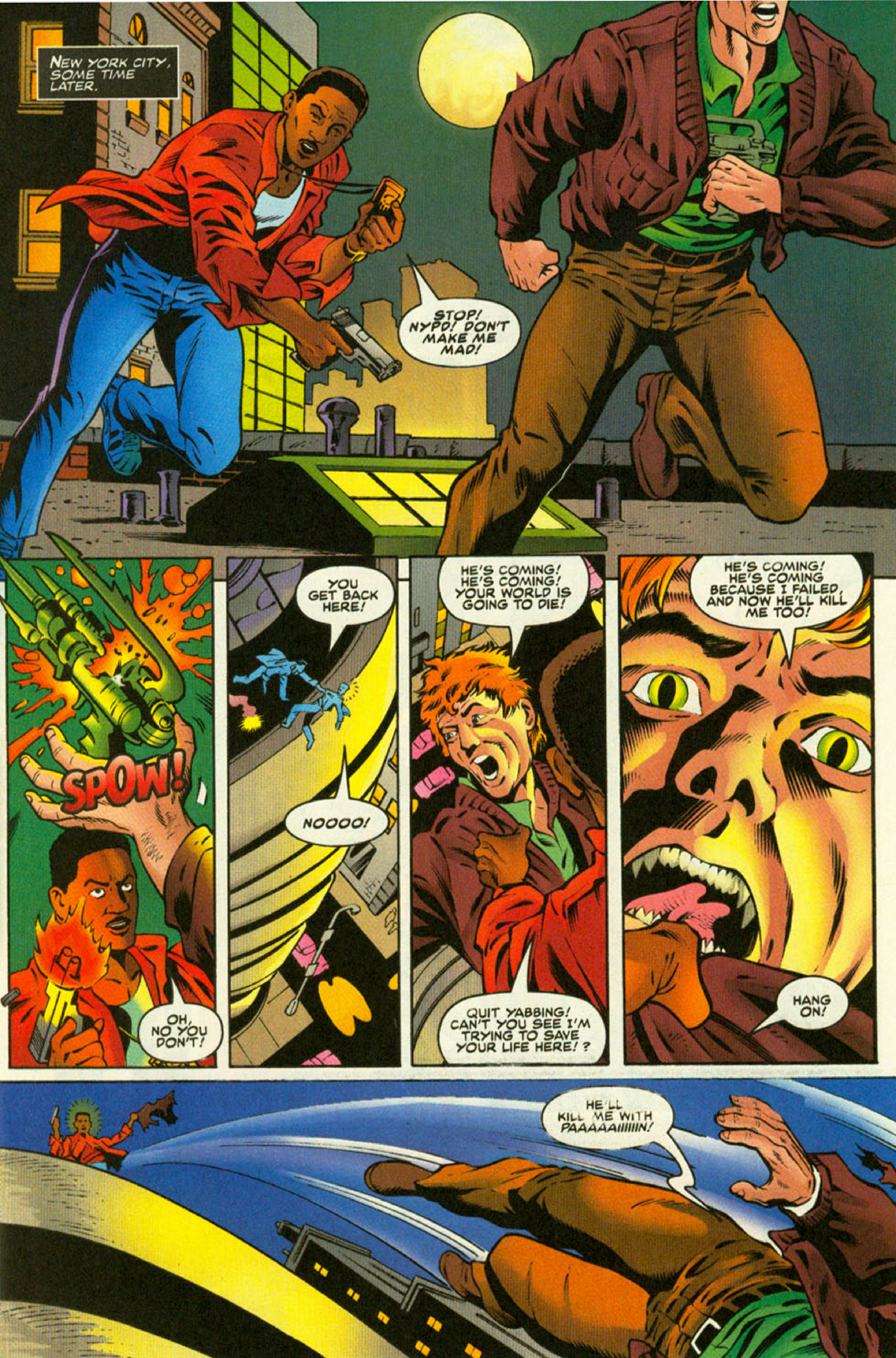

TEXAS, JUST NORTH OF THE MEXICO BORDER.
STUPID BUGS!
SPLAT!
UH-OH!
UH... HELLO, OFFICERS. JUST BEEN FLY FISHING IN CUERNAVACA.
SURE YOU WERE. WHAT SAY WE HAVE A LOOK AT YOUR CATCH? ‹EVERYBODY OUT! LET'S GO! FORM A LINE!›*
INS
* TRANSLATED FROM THE SPANISH. --TIM
WHAT TH--!?
SCREECH!
INS DIVISION SIX. I'LL TAKE IT FROM HERE.
DIVISION 6? THERE'S NO DIVISION 6.
OH, REALLY?
INS

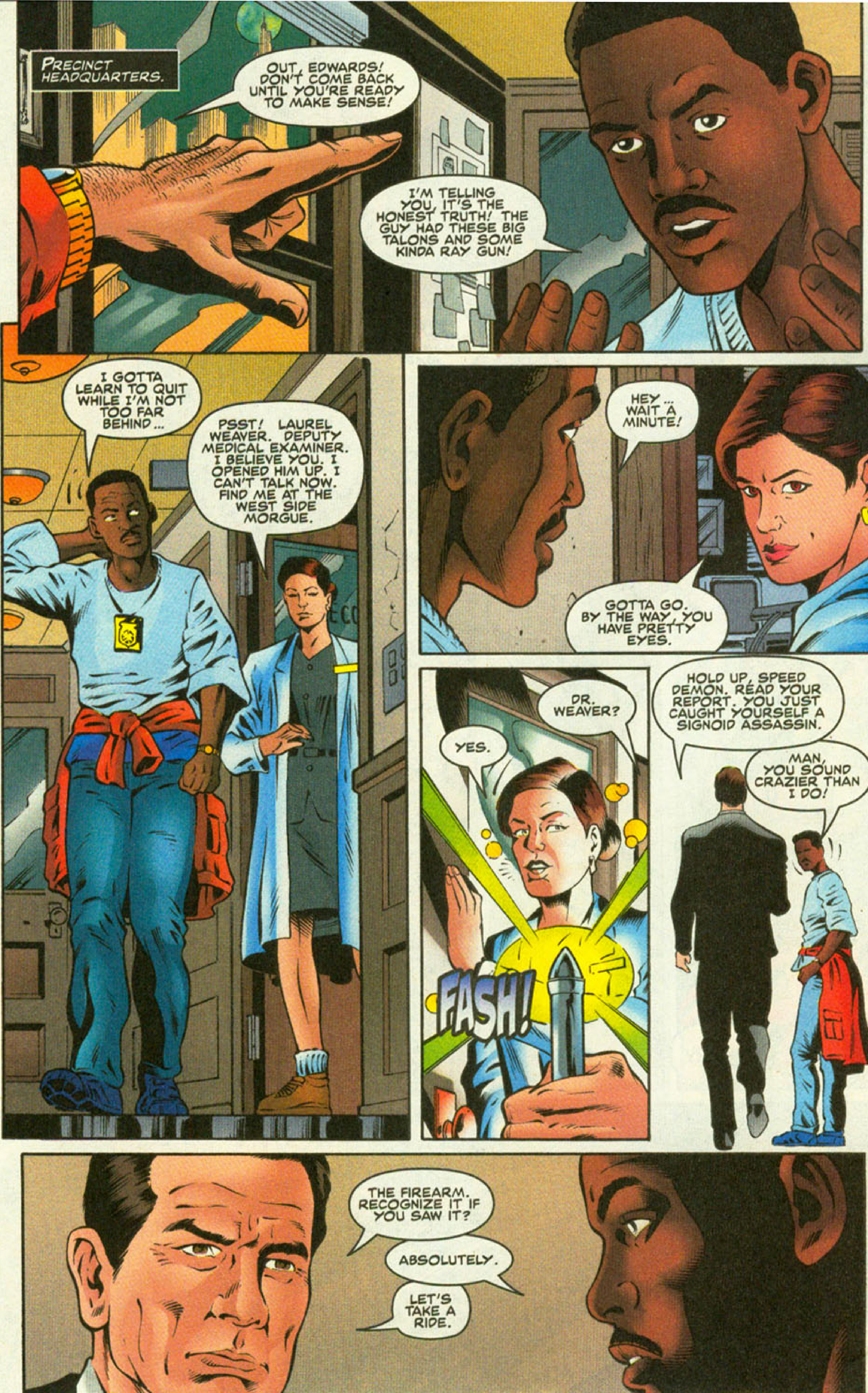
MEN IN BLACK™: THE MOVIE Published by MARVEL COMICS, David J. Schreff, President. Stan Lee, Publisher. Shirrel Rhoades, Executive VP, Publishing. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Copyright © 1997 Columbia Pictures Industries, Inc. All rights reserved. Price $3.99 per copy in the U.S. and $5.60 in Canada. GST #R127032852. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. MEN IN BLACK is a trademark of Lowell Cunningham and is used with permission. Printed in the U.S.A.

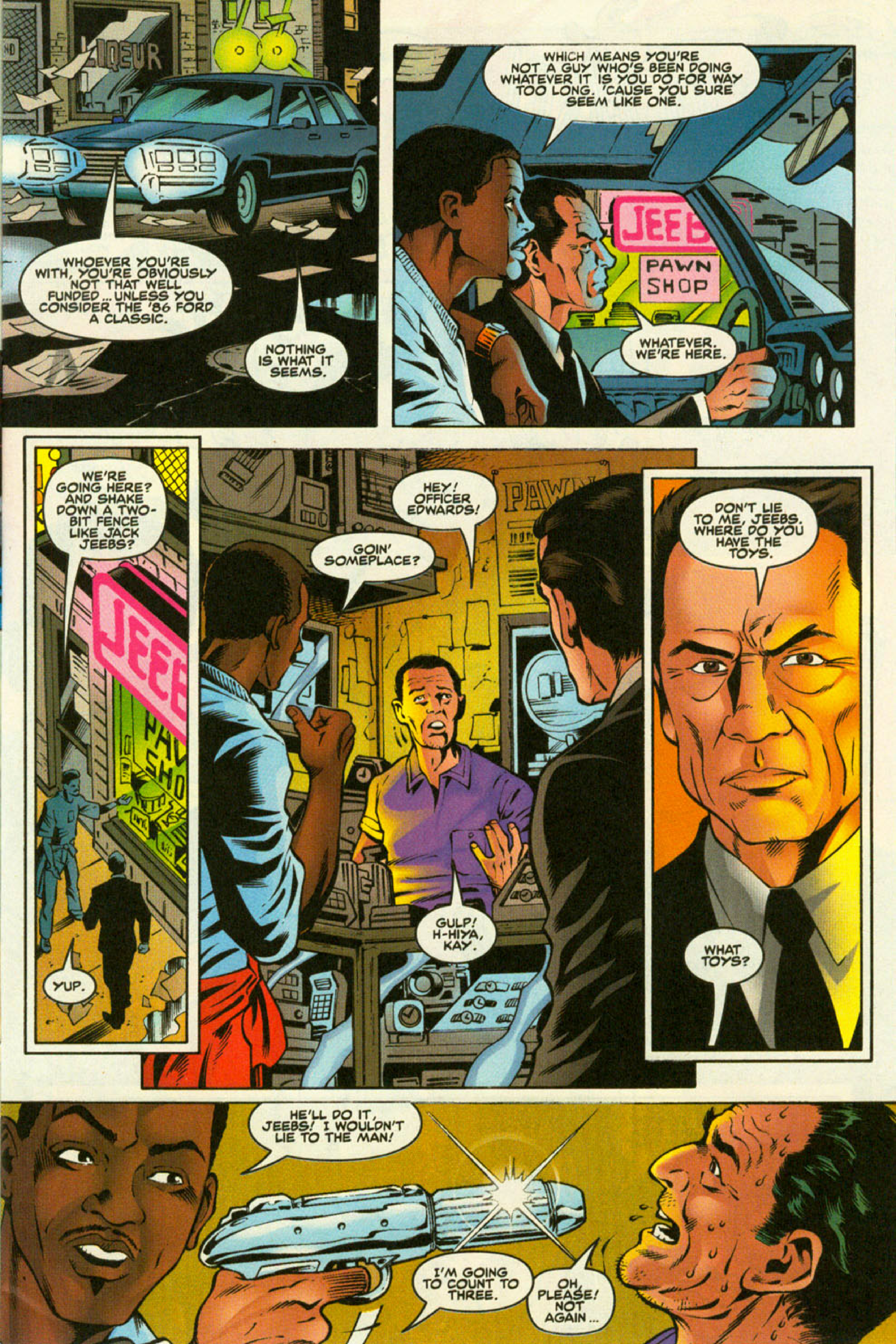

INS
‹WELCOME TO THE UNITED STATES. LOOKING FOR WORK? GOOD LUCK.›
‹YOU DON'T SPEAK A WORD OF SPANISH DO YOU, FRIEND? WHY DON'T I BREAK YOUR FACE?›
WE HAVE A WINNER. ‹THE REST OF YOU-- SCRAM!›
SIR!
DON'T "SIR" ME! YOU HAVE NO IDEA WHO YOU'RE DEALING WITH! JUST KEEP ON PROTECTING US FROM DANGEROUS ALIENS.
I THINK YOU JUMPED OFF THE BUS IN THE WRONG PART OF TOWN, AMIGO.
SHIK!
K
IN FACT, I'LL BET DOLLARS TO PESOS THAT YOU'RE NOT FROM ANYWHERE NEAR HERE!

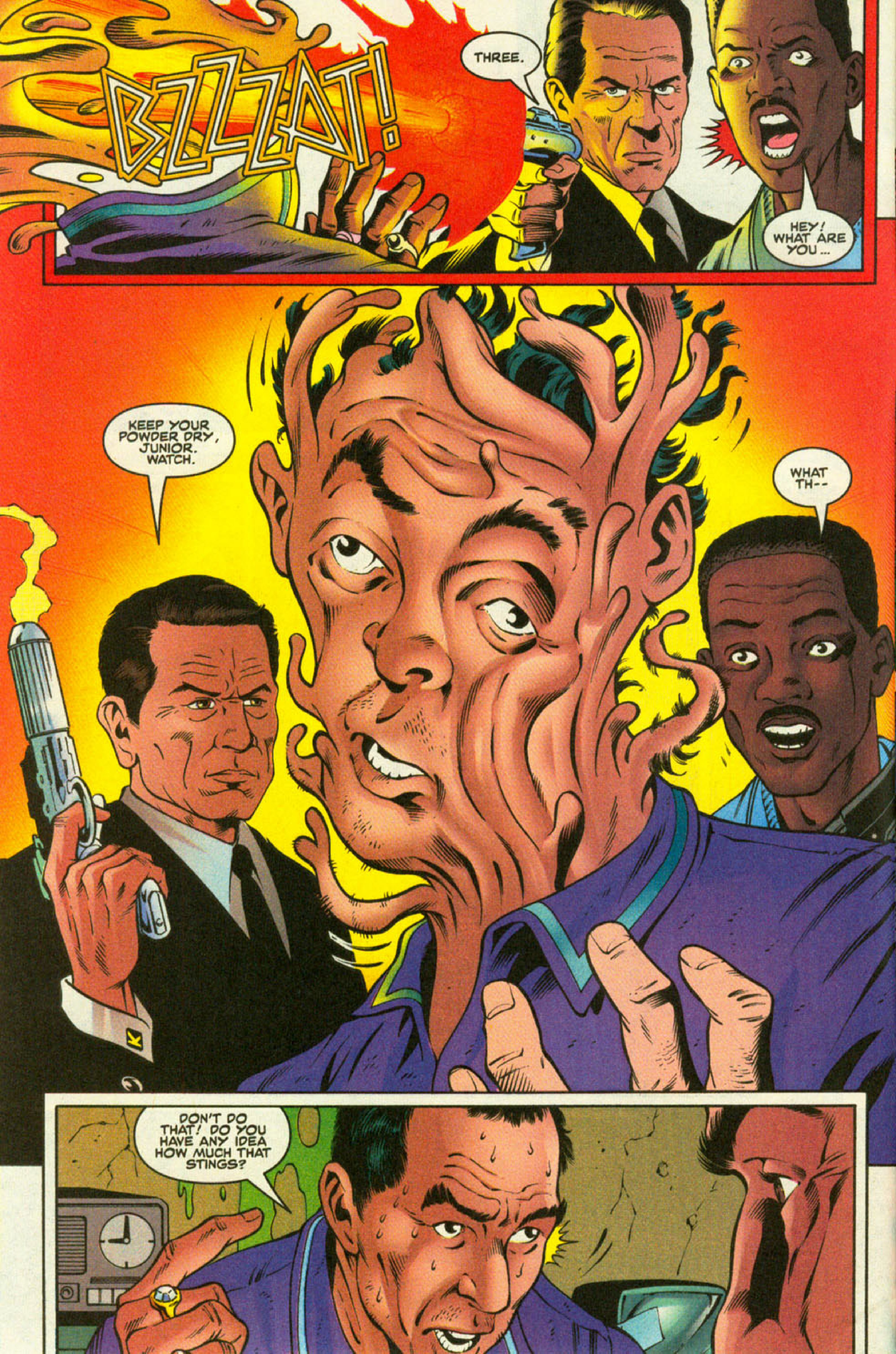

MIKEY? DO YOU REALIZE HOW MANY TREATY ARTICLES YOU'VE JUST VIOLATED?
SQUARKO!?
THAT DOES IT! PUT UP YOUR ARMS--AND ALL YOUR FLIPPERS.
OH MY GOD!!
NOW WHAT?
GRRAAARRRR!

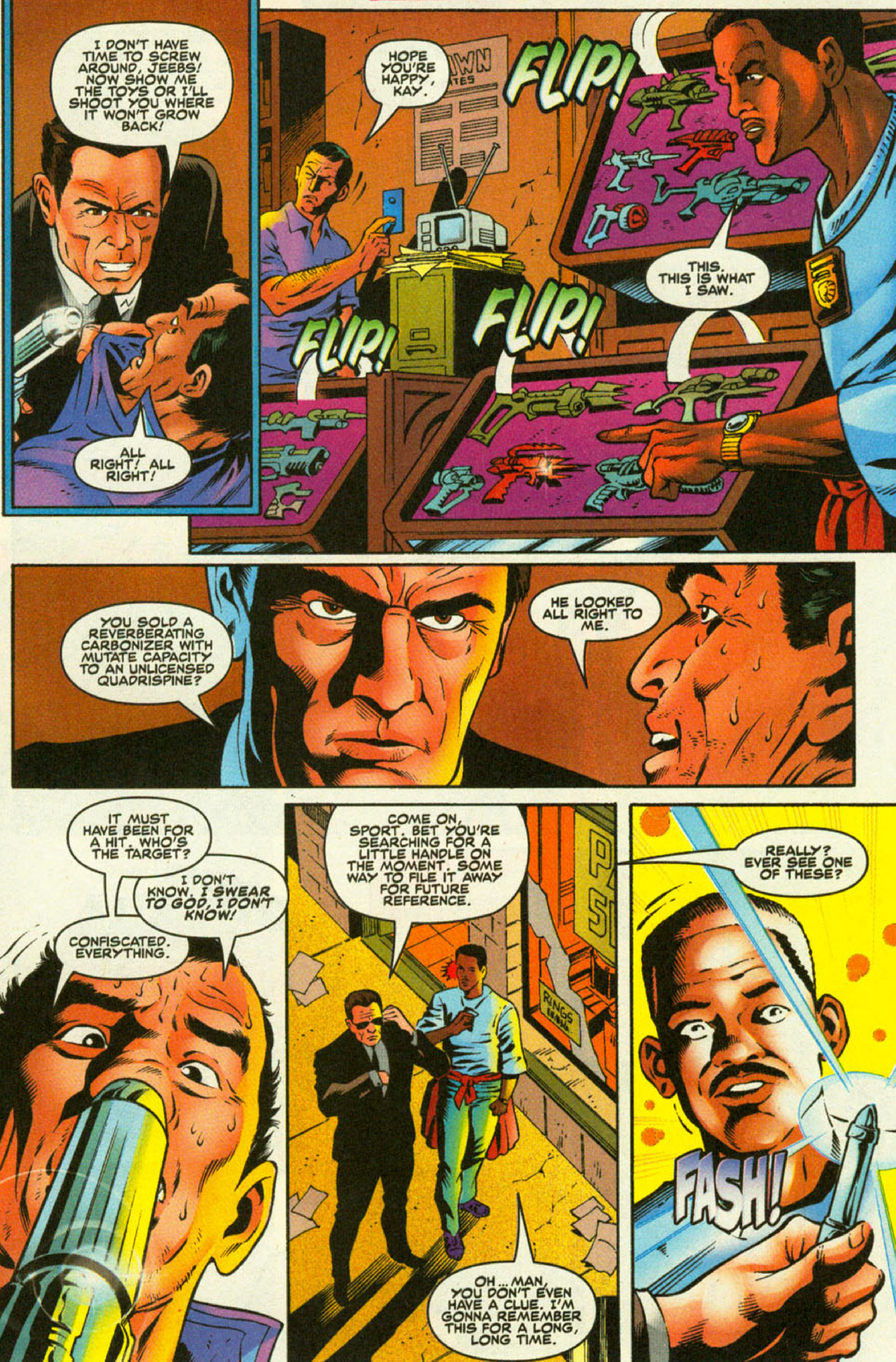

FA-WOOOM!
WHAT IS GOING ON?! WHO ARE YOU, REALLY?
REALLY? I'M JUST A FIGMENT OF YOUR IMAGINATION.
GOD, WE'RE A GULLIBLE BREED.
FASH!

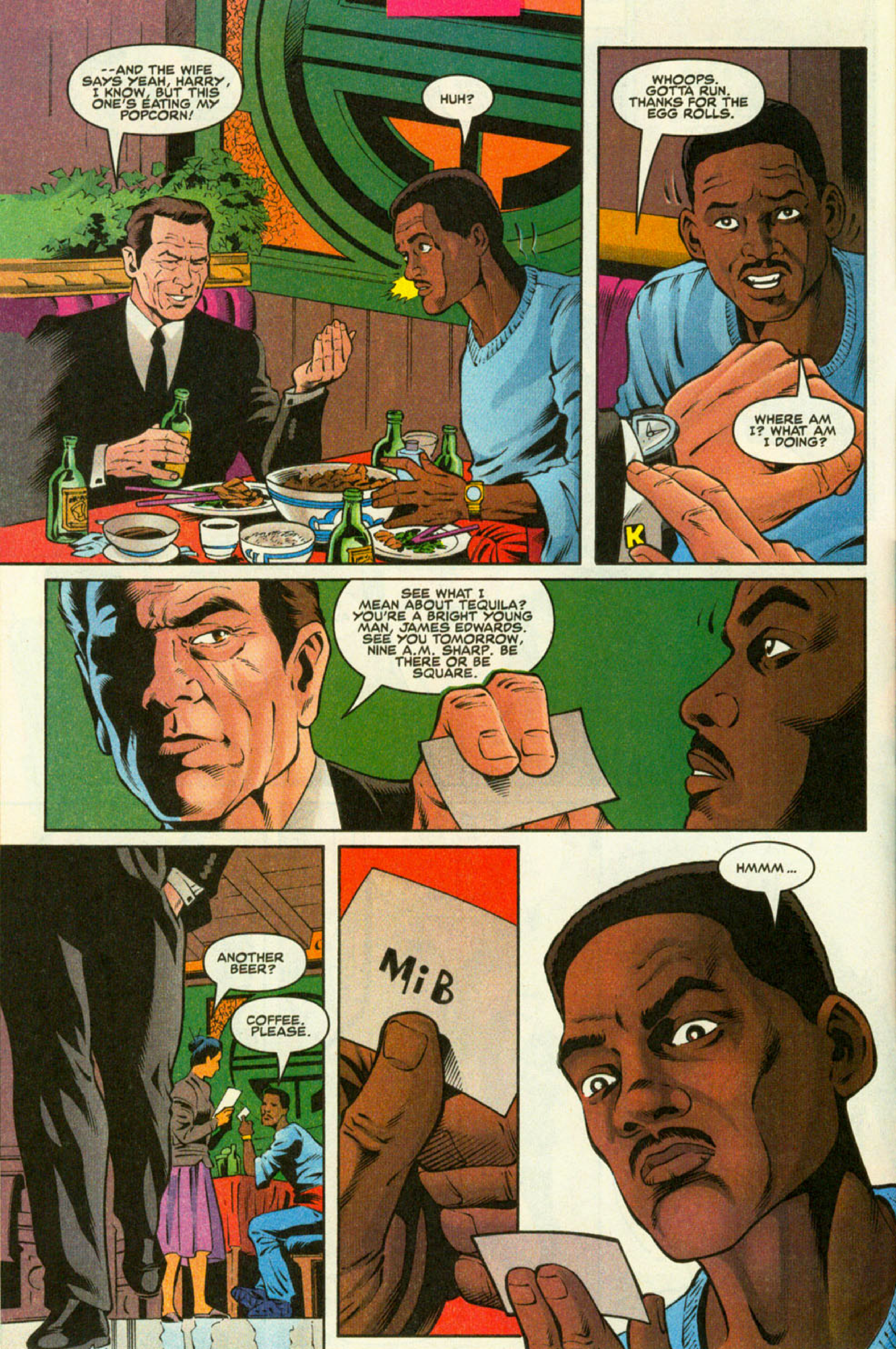

NEW YORK CITY, SOME TIME LATER.
STOP! NYPD! DON'T MAKE ME MAD!
SPOW!
OH, NO YOU DON'T!
YOU GET BACK HERE!
NOOOO!
HE'S COMING! HE'S COMING! YOUR WORLD IS GOING TO DIE!
QUIT YABBING! CAN'T YOU SEE I'M TRYING TO SAVE YOUR LIFE HERE!?
HE'S COMING! HE'S COMING BECAUSE I FAILED, AND NOW HE'LL KILL ME TOO!
HANG ON!
HE'LL KILL ME WITH PAAAAAIIIIIIN!

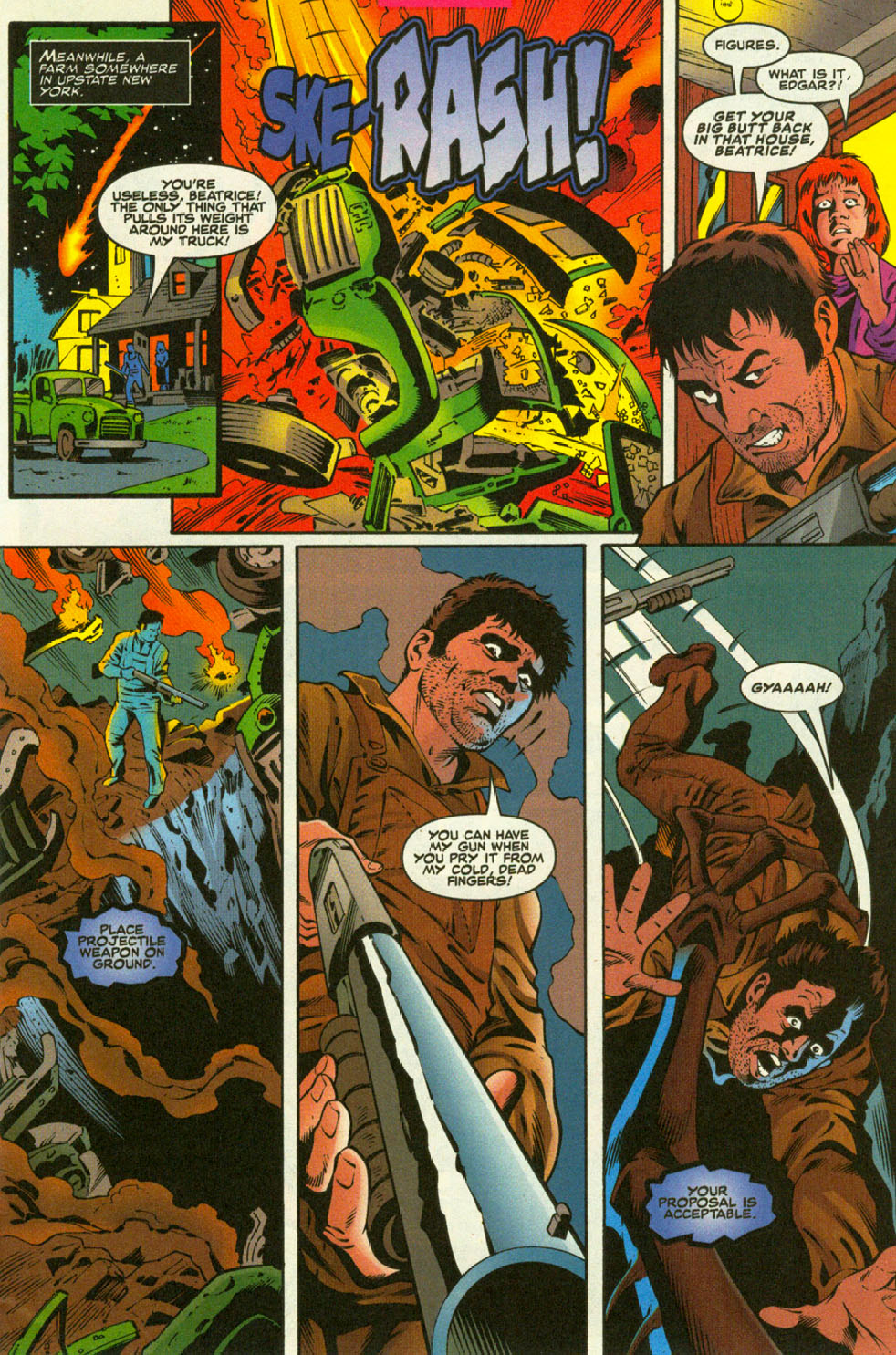

PRECINCT HEADQUARTERS.
OUT, EDWARDS! DON'T COME BACK UNTIL YOU'RE READY TO MAKE SENSE!
I'M TELLING YOU, IT'S THE HONEST TRUTH! THE GUY HAD THESE BIG TALONS AND SOME KINDA RAY GUN!
I GOTTA LEARN TO QUIT WHILE I'M NOT TOO FAR BEHIND...
PSST! LAUREL WEAVER. DEPUTY MEDICAL EXAMINER. I BELIEVE YOU. I OPENED HIM UP. I CAN'T TALK NOW. FIND ME AT THE WEST SIDE MORGUE.
HEY... WAIT A MINUTE!
GOTTA GO. BY THE WAY, YOU HAVE PRETTY EYES.
DR. WEAVER?
YES.
FASH!
HOLD UP, SPEED DEMON. READ YOUR REPORT. YOU JUST CAUGHT YOURSELF A SIGNOID ASSASSIN.
MAN, YOU SOUND CRAZIER THAN I DO!
THE FIREARM. RECOGNIZE IT IF YOU SAW IT?
ABSOLUTELY.
LET'S TAKE A RIDE.

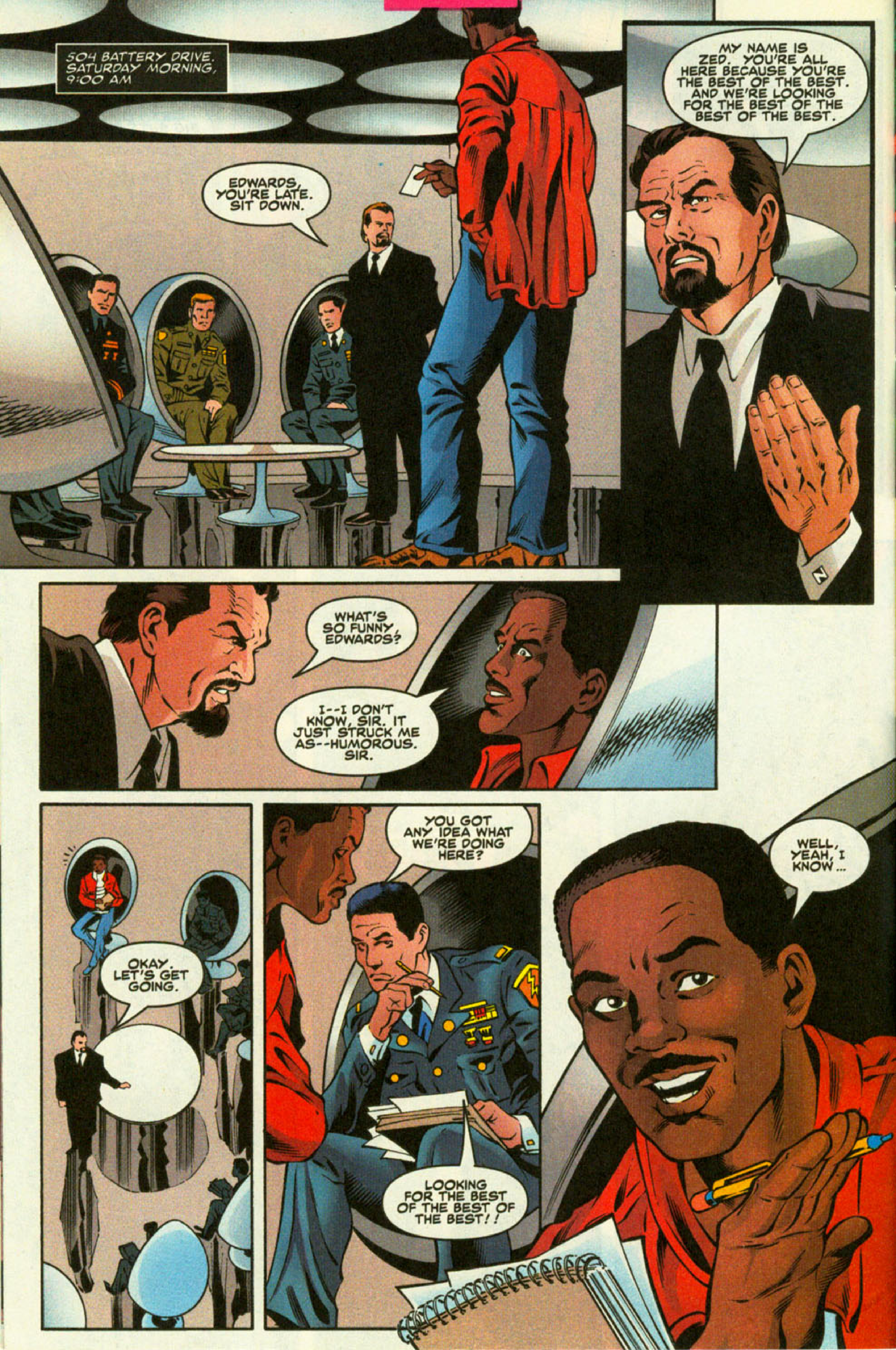

LIQEUR
WHOEVER YOU'RE WITH, YOU'RE OBVIOUSLY NOT THAT WELL FUNDED ... UNLESS YOU CONSIDER THE '86 FORD A CLASSIC.
NOTHING IS WHAT IT SEEMS.
WHICH MEANS YOU'RE NOT A GUY WHO'S BEEN DOING WHATEVER IT IS YOU DO FOR WAY TOO LONG. 'CAUSE YOU SURE SEEM LIKE ONE.
JEEB
PAWN SHOP
WHATEVER. WE'RE HERE.
WE'RE GOING HERE? AND SHAKE DOWN A TWO-BIT FENCE LIKE JACK JEEBS?
YUP.
HEY! OFFICER EDWARDS!
GOIN' SOMEPLACE?
GULP! H-HIYA, KAY.
DON'T LIE TO ME, JEEBS. WHERE DO YOU HAVE THE TOYS.
WHAT TOYS?
HE'LL DO IT, JEEBS! I WOULDN'T LIE TO THE MAN!
I'M GOING TO COUNT TO THREE.
OH, PLEASE! NOT AGAIN ...

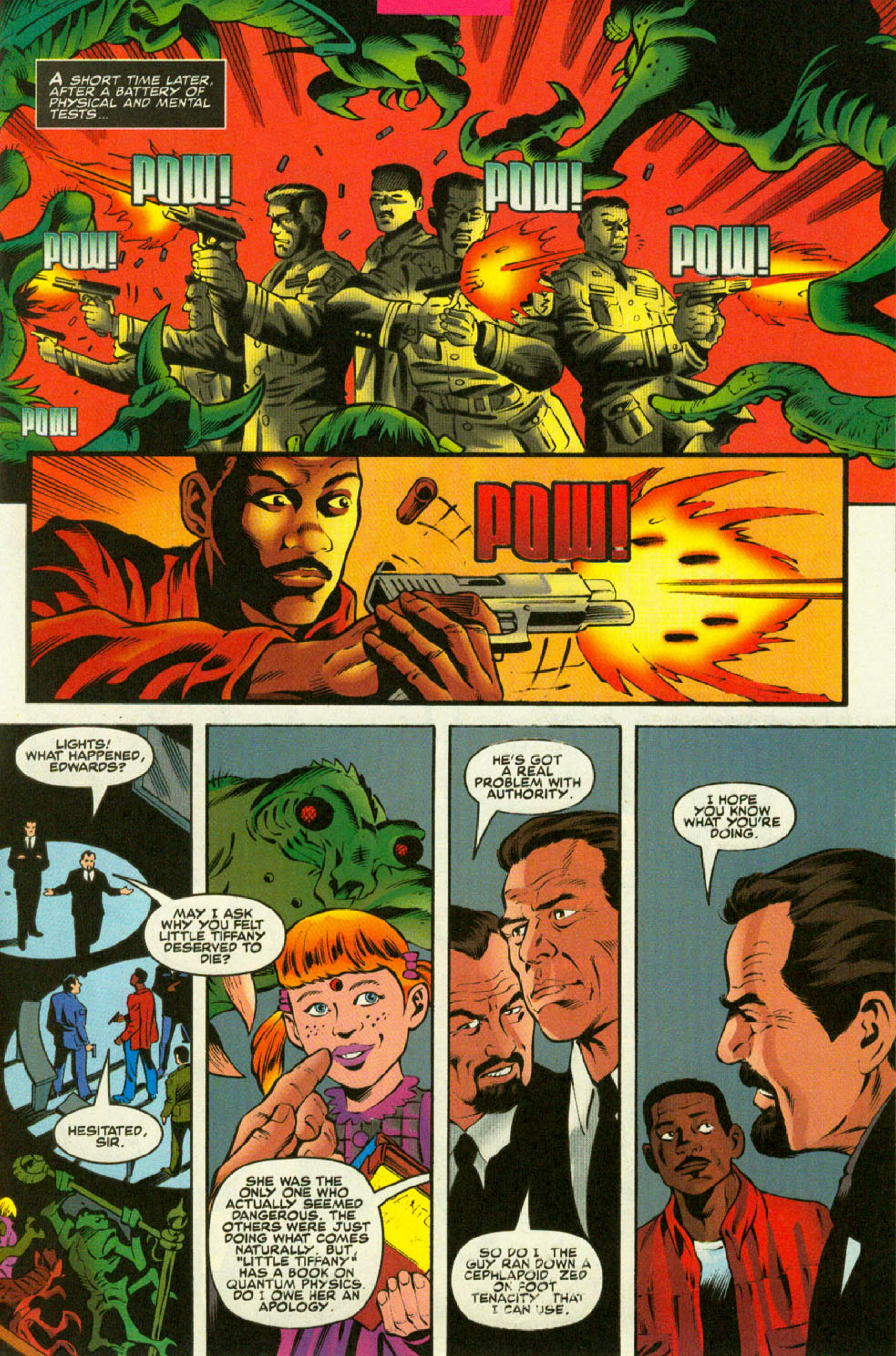

BZZZAT!
THREE.
HEY! WHAT ARE YOU...
KEEP YOUR POWDER DRY, JUNIOR. WATCH.
WHAT TH--
DON'T DO THAT! DO YOU HAVE ANY IDEA HOW MUCH THAT STINGS?

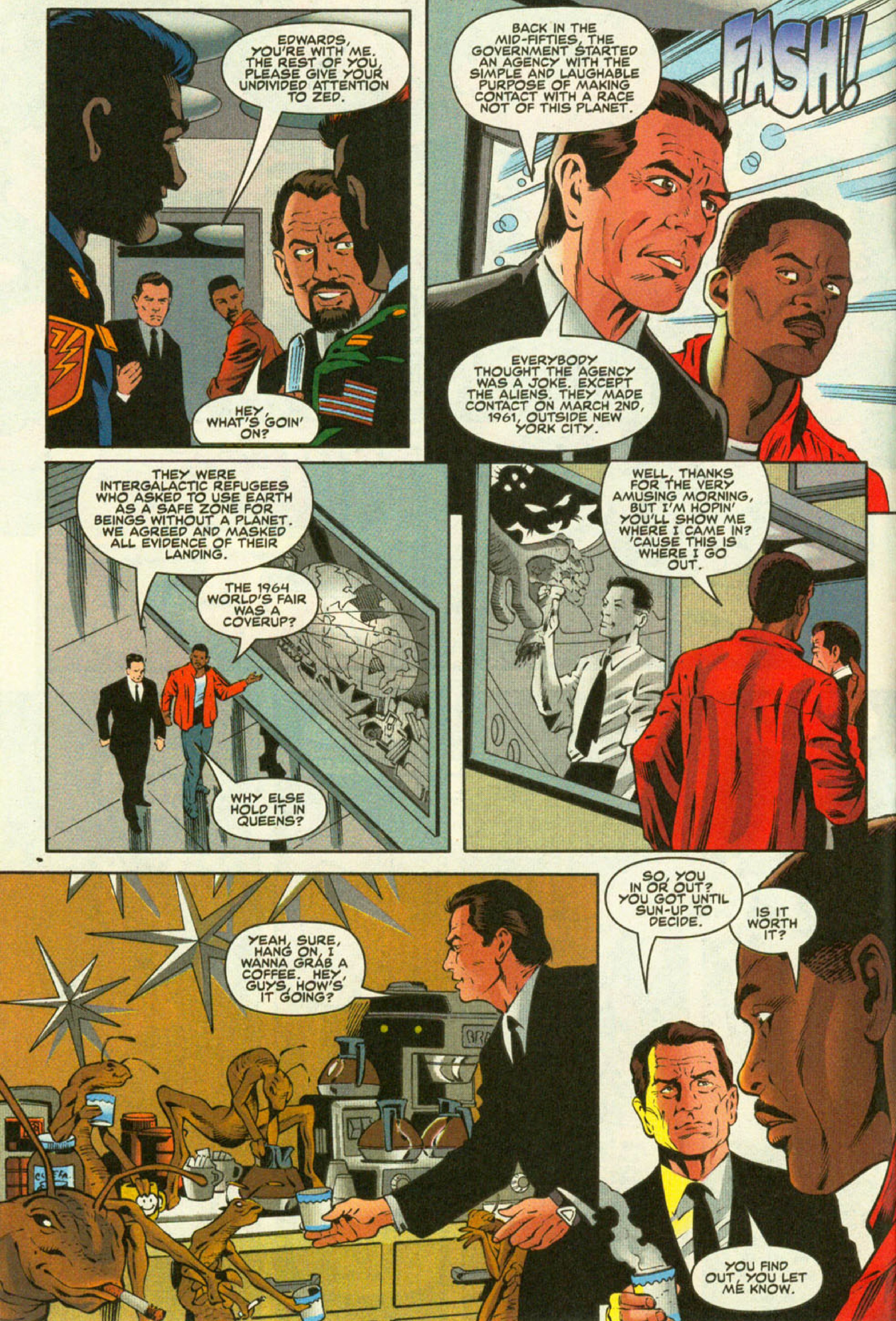

I DON'T HAVE TIME TO SCREW AROUND, JEEBS! NOW SHOW ME THE TOYS OR I'LL SHOOT YOU WHERE IT WON'T GROW BACK!
ALL RIGHT! ALL RIGHT!
HOPE YOU'RE HAPPY, KAY.
FLIP!
FLIP!
FLIP!
THIS. THIS IS WHAT I SAW.
YOU SOLD A REVERBERATING CARBONIZER WITH MUTATE CAPACITY TO AN UNLICENSED QUADRISPINE?
HE LOOKED ALL RIGHT TO ME.
IT MUST HAVE BEEN FOR A HIT. WHO'S THE TARGET?
I DON'T KNOW. I SWEAR TO GOD, I DON'T KNOW!
CONFISCATED. EVERYTHING.
COME ON, SPORT. BET YOU'RE SEARCHING FOR A LITTLE HANDLE ON THE MOMENT. SOME WAY TO FILE IT AWAY FOR FUTURE REFERENCE.
OH ... MAN, YOU DON'T EVEN HAVE A CLUE. I'M GONNA REMEMBER THIS FOR A LONG, LONG TIME.
RINGS
REALLY? EVER SEE ONE OF THESE?
FASH!

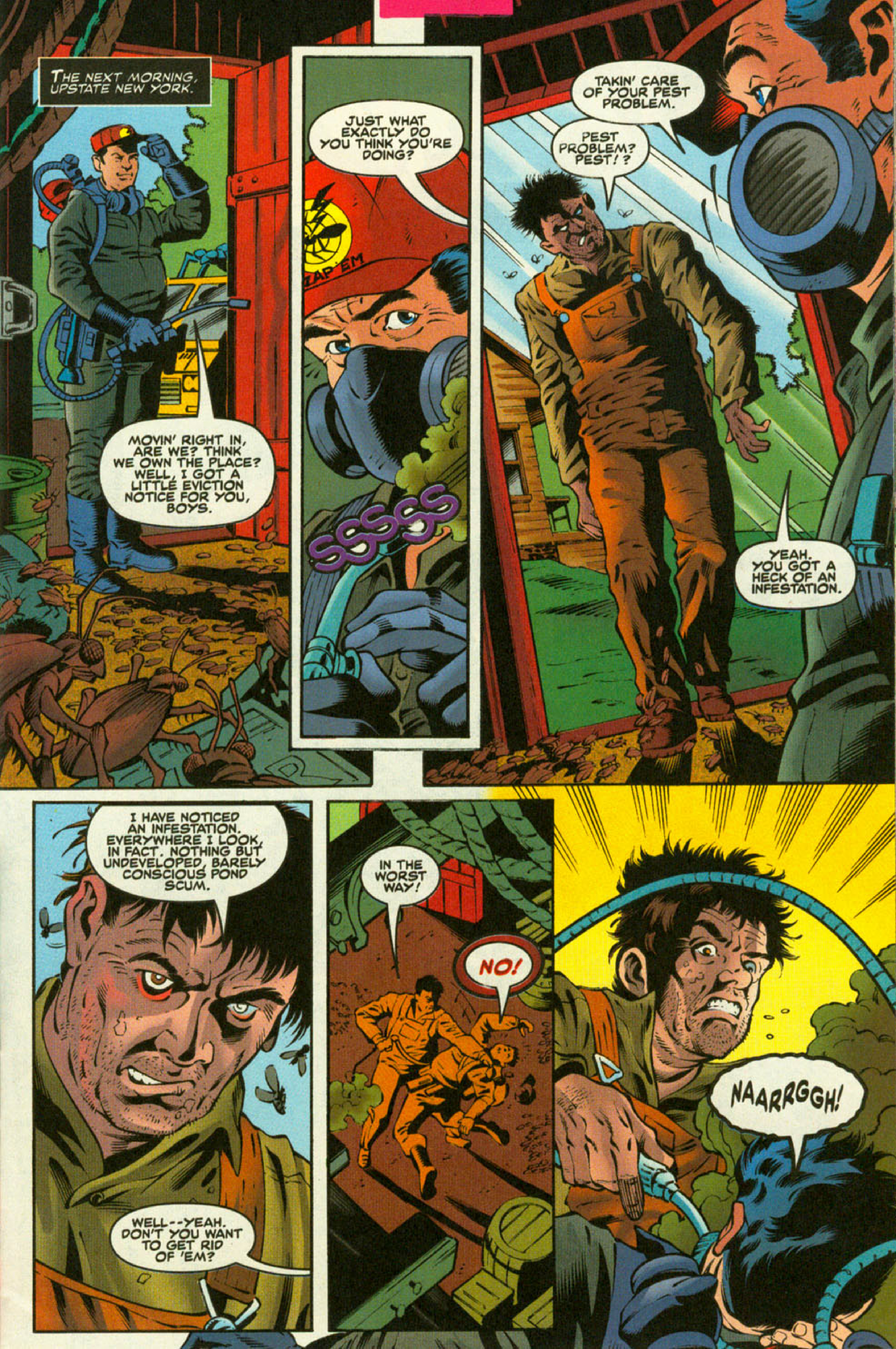

--AND THE WIFE SAYS YEAH, HARRY, I KNOW, BUT THIS ONE'S EATING MY POPCORN!
HUH?
WHOOPS. GOTTA RUN. THANKS FOR THE EGG ROLLS.
WHERE AM I? WHAT AM I DOING?
SEE WHAT I MEAN ABOUT TEQUILA? YOU'RE A BRIGHT YOUNG MAN, JAMES EDWARDS. SEE YOU TOMORROW, NINE A.M. SHARP. BE THERE OR BE SQUARE.
ANOTHER BEER?
COFFEE. PLEASE.
MiB
HMMM...

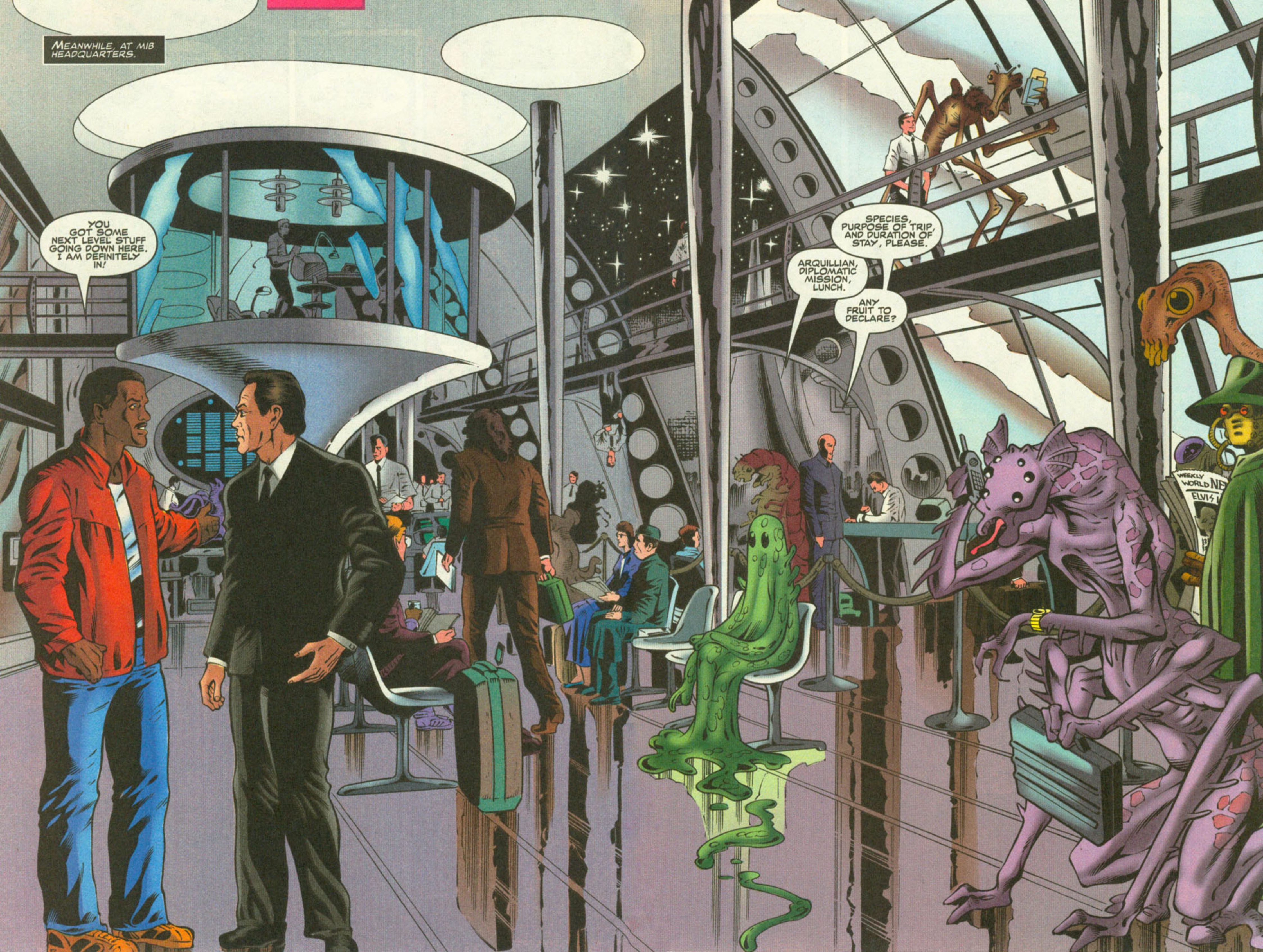

MEANWHILE, A FARM SOMEWHERE IN UPSTATE NEW YORK.
YOU'RE USELESS, BEATRICE! THE ONLY THING THAT PULLS ITS WEIGHT AROUND HERE IS MY TRUCK!
SKE-RASH!
FIGURES.
WHAT IS IT, EDGAR?!
GET YOUR BIG BUTT BACK IN THAT HOUSE, BEATRICE!
PLACE PROJECTILE WEAPON ON GROUND.
YOU CAN HAVE MY GUN WHEN YOU PRY IT FROM MY COLD, DEAD FINGERS!
GYAAAAH!
YOUR PROPOSAL IS ACCEPTABLE.

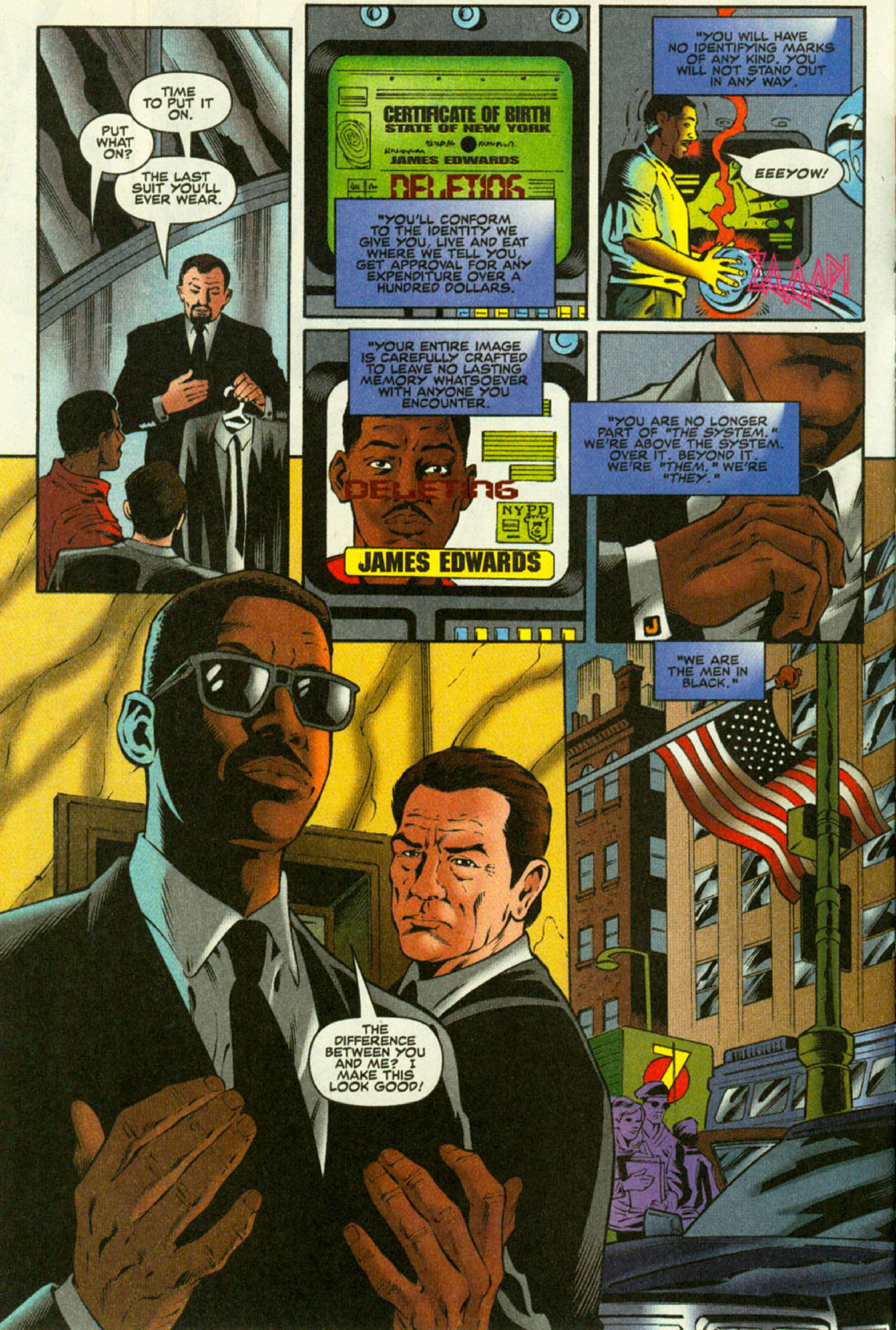

504 BATTERY DRIVE. SATURDAY MORNING, 9:00 AM
EDWARDS, YOU'RE LATE. SIT DOWN.
MY NAME IS ZED. YOU'RE ALL HERE BECAUSE YOU'RE THE BEST OF THE BEST. AND WE'RE LOOKING FOR THE BEST OF THE BEST OF THE BEST.
Z
WHAT'S SO FUNNY, EDWARDS?
I--I DON'T KNOW, SIR. IT JUST STRUCK ME AS--HUMOROUS. SIR.
OKAY. LET'S GET GOING.
YOU GOT ANY IDEA WHAT WE'RE DOING HERE?
LOOKING FOR THE BEST OF THE BEST OF THE BEST!!
WELL, YEAH, I KNOW...

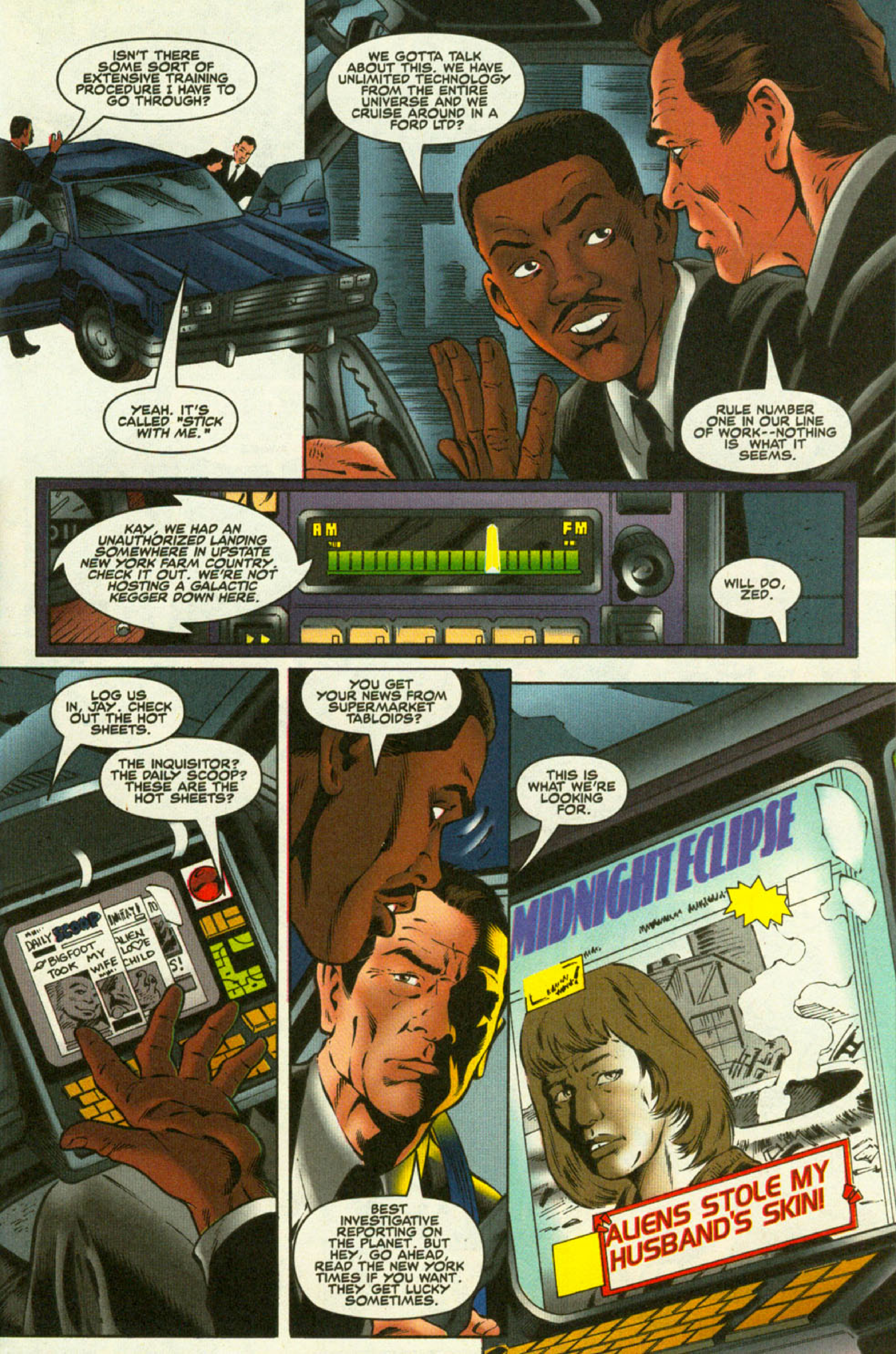

A SHORT TIME LATER, AFTER A BATTERY OF PHYSICAL AND MENTAL TESTS...
POW!
POW!
POW!
POW!
POW!
POW!
LIGHTS! WHAT HAPPENED, EDWARDS?
HESITATED, SIR.
MAY I ASK WHY YOU FELT LITTLE TIFFANY DESERVED TO DIE?
SHE WAS THE ONLY ONE WHO ACTUALLY SEEMED DANGEROUS. THE OTHERS WERE JUST DOING WHAT COMES NATURALLY. BUT, "LITTLE TIFFANY" HAS A BOOK ON QUANTUM PHYSICS. DO I OWE HER AN APOLOGY.
HE'S GOT A REAL PROBLEM WITH AUTHORITY.
SO DO I. THE GUY RAN DOWN A CEPHLAPOID, ZED, ON FOOT. TENACITY THAT I CAN USE.
I HOPE YOU KNOW WHAT YOU'RE DOING.

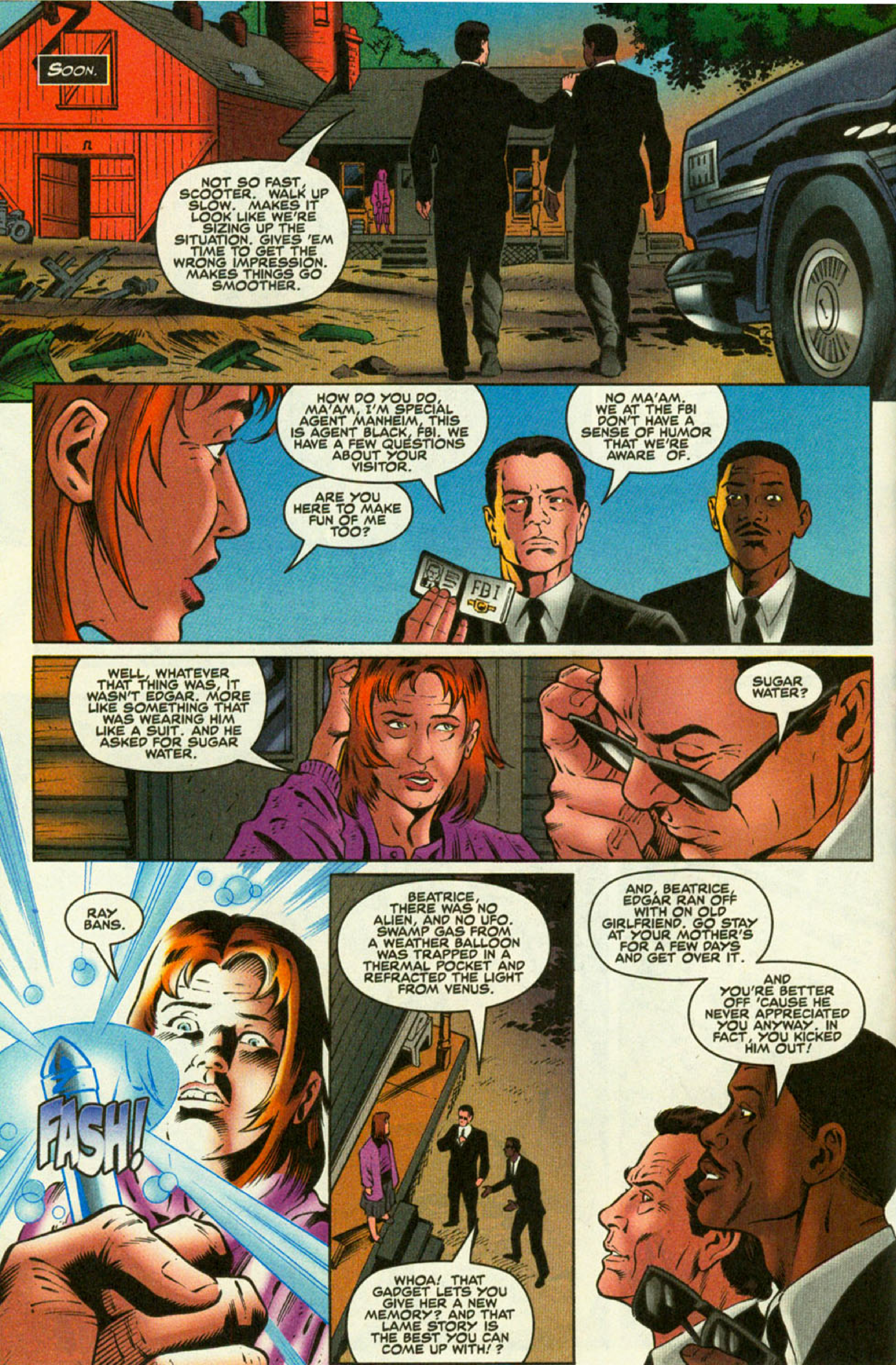

EDWARDS, YOU'RE WITH ME. THE REST OF YOU, PLEASE GIVE YOUR UNDIVIDED ATTENTION TO ZED.
HEY, WHAT'S GOIN' ON?
BACK IN THE MID-FIFTIES, THE GOVERNMENT STARTED AN AGENCY WITH THE SIMPLE AND LAUGHABLE PURPOSE OF MAKING CONTACT WITH A RACE NOT OF THIS PLANET.
FASH!
EVERYBODY THOUGHT THE AGENCY WAS A JOKE. EXCEPT THE ALIENS. THEY MADE CONTACT ON MARCH 2ND, 1961, OUTSIDE NEW YORK CITY.
THEY WERE INTERGALACTIC REFUGEES WHO ASKED TO USE EARTH AS A SAFE ZONE FOR BEINGS WITHOUT A PLANET. WE AGREED AND MASKED ALL EVIDENCE OF THEIR LANDING.
THE 1964 WORLD'S FAIR WAS A COVERUP?
WHY ELSE HOLD IT IN QUEENS?
WELL, THANKS FOR THE VERY AMUSING MORNING, BUT I'M HOPIN' YOU'LL SHOW ME WHERE I CAME IN? 'CAUSE THIS IS WHERE I GO OUT.
YEAH, SURE, HANG ON, I WANNA GRAB A COFFEE. HEY, GUYS, HOW'S IT GOING?
SO, YOU IN OR OUT? YOU GOT UNTIL SUN-UP TO DECIDE.
IS IT WORTH IT?
YOU FIND OUT, YOU LET ME KNOW.

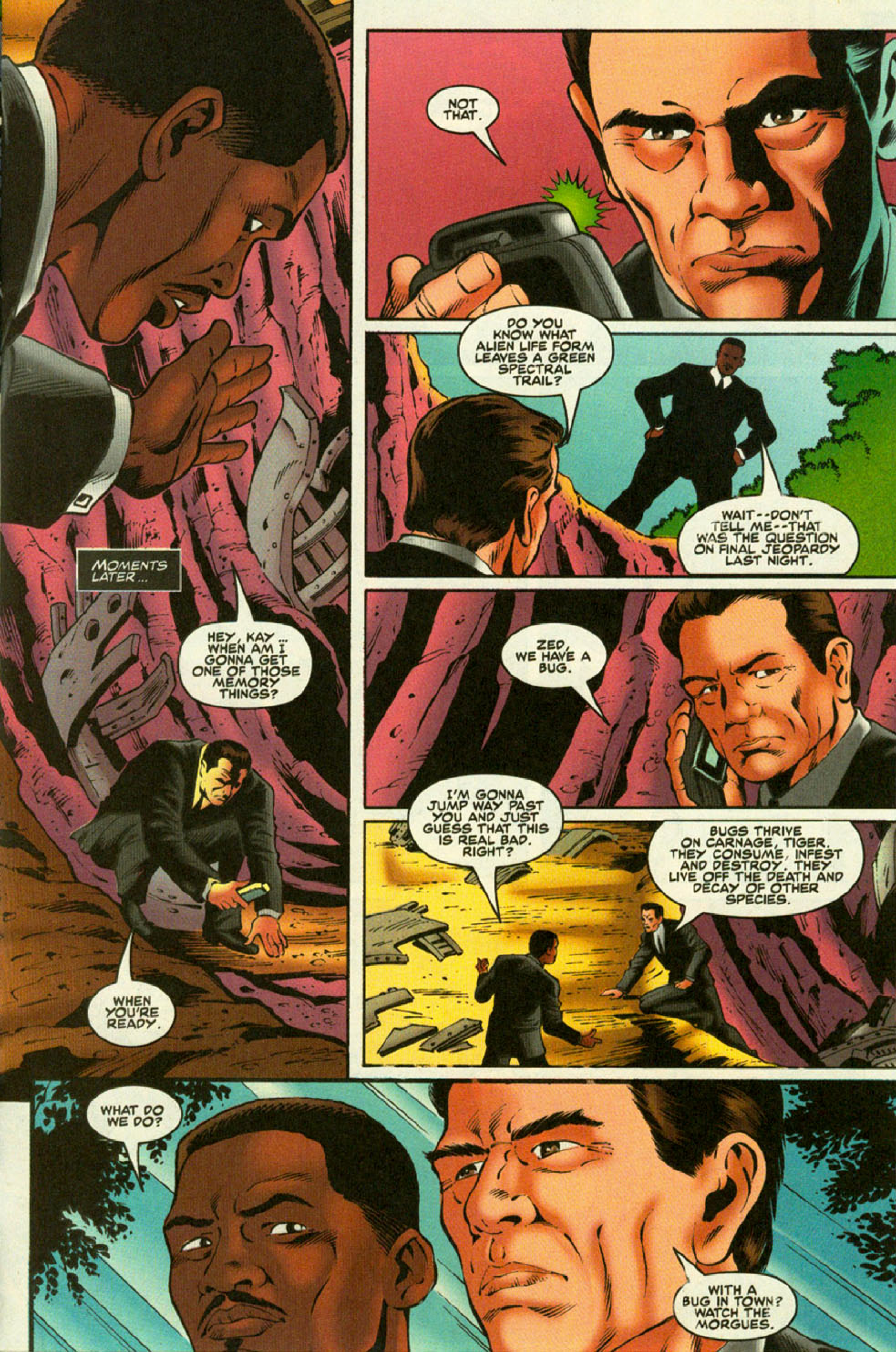

THE NEXT MORNING, UPSTATE NEW YORK.
MOVIN' RIGHT IN, ARE WE? THINK WE OWN THE PLACE? WELL, I GOT A LITTLE EVICTION NOTICE FOR YOU, BOYS.
JUST WHAT EXACTLY DO YOU THINK YOU'RE DOING?
ZAP 'EM
SSSSS
TAKIN' CARE OF YOUR PEST PROBLEM.
PEST PROBLEM? PEST!?
YEAH. YOU GOT A HECK OF AN INFESTATION.
I HAVE NOTICED AN INFESTATION. EVERYWHERE I LOOK, IN FACT. NOTHING BUT UNDEVELOPED, BARELY CONSCIOUS POND SCUM.
WELL--YEAH. DON'T YOU WANT TO GET RID OF 'EM?
IN THE WORST WAY!
NO!
NAARRGGH!

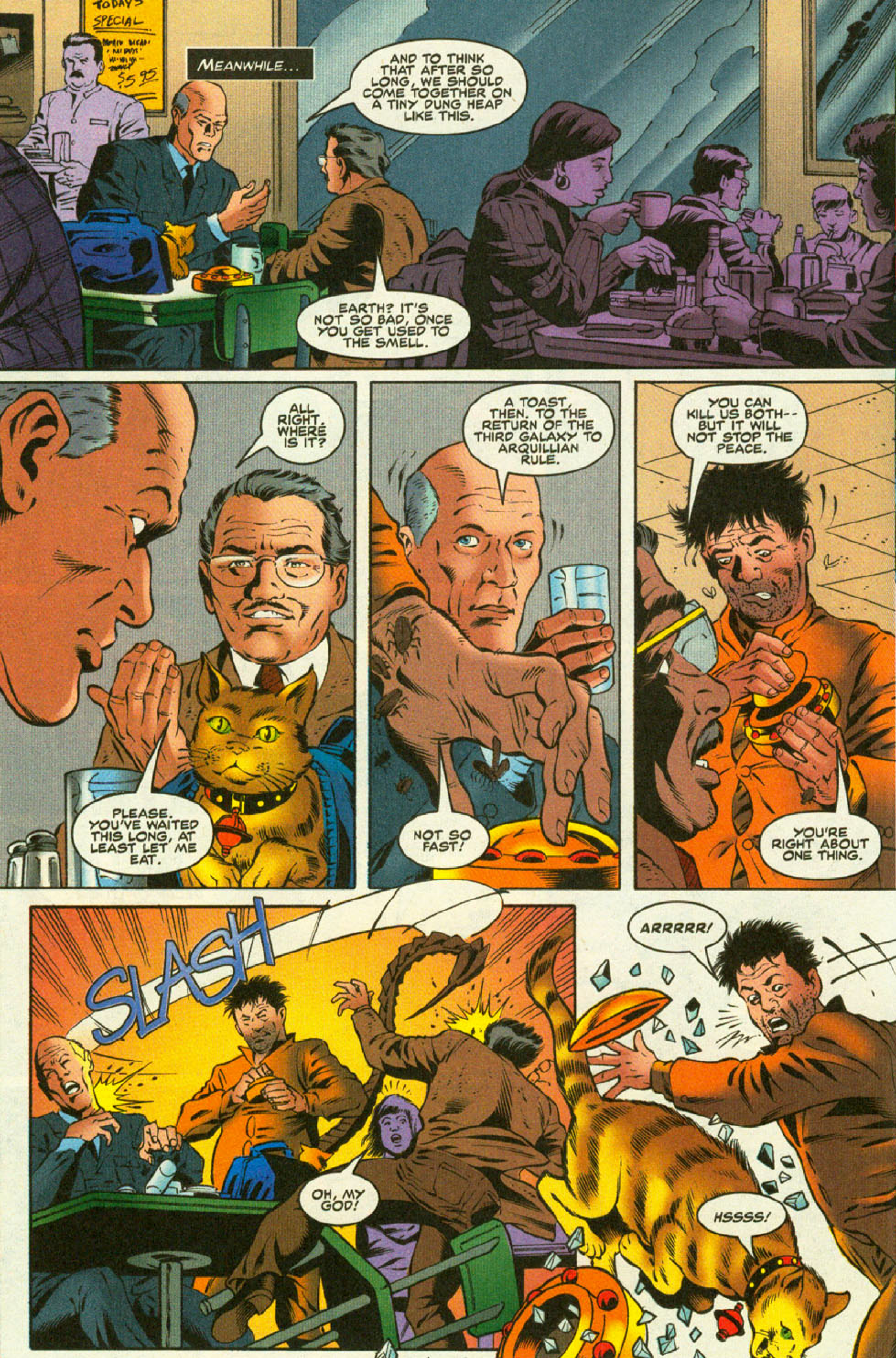

MEANWHILE, AT MIB HEADQUARTERS.
YOU GOT SOME NEXT LEVEL STUFF GOING DOWN HERE. I AM DEFINITELY IN!
SPECIES, PURPOSE OF TRIP, AND DURATION OF STAY, PLEASE.
ARQUILLIAN, DIPLOMATIC MISSION, LUNCH.
ANY FRUIT TO DECLARE?
WEEKLY WORLD NE
ELVIS

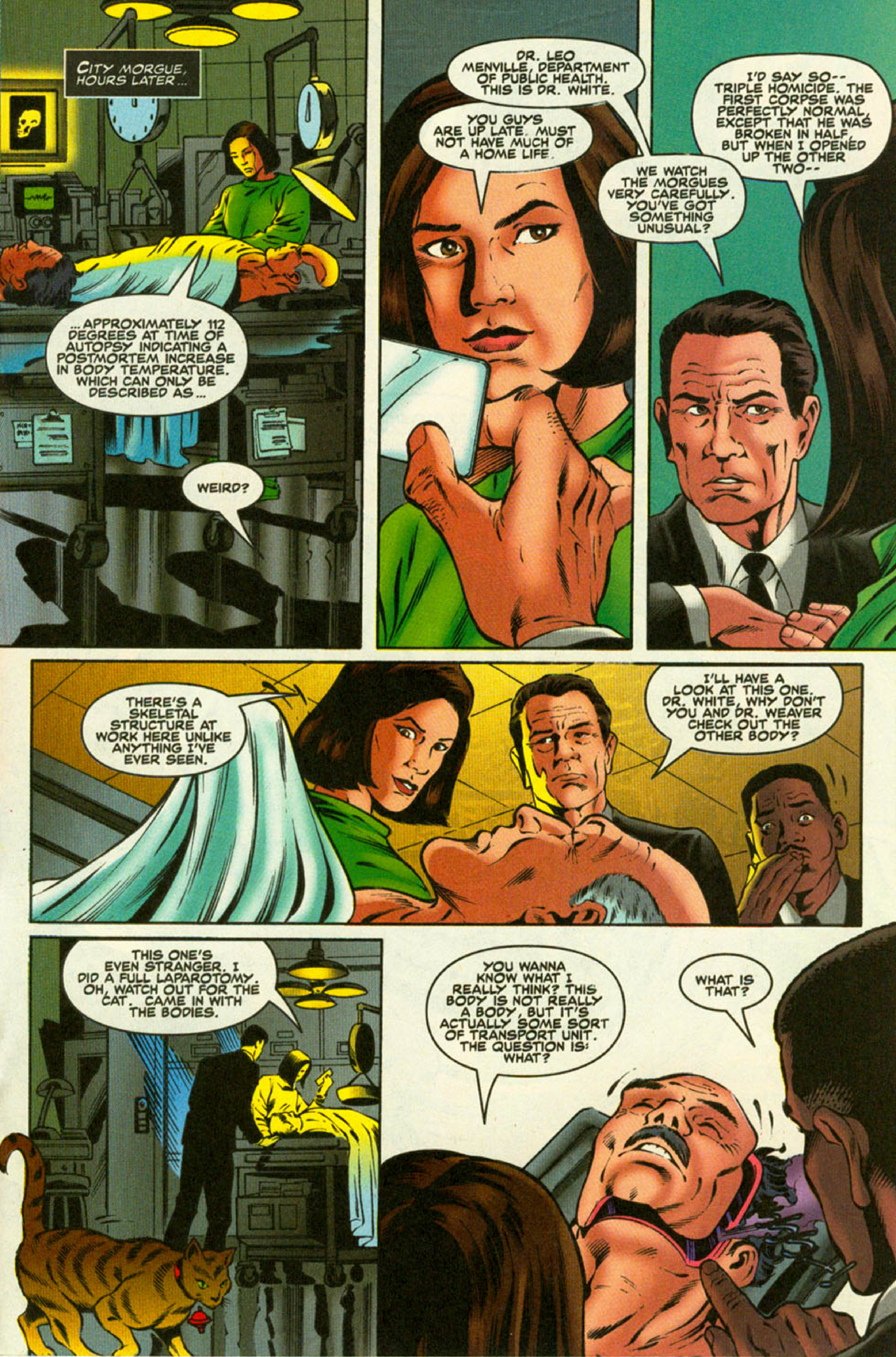

TIME TO PUT IT ON.
PUT WHAT ON?
THE LAST SUIT YOU'LL EVER WEAR.
CERTIFICATE OF BIRTH
STATE OF NEW YORK
JAMES EDWARDS
DELETING
"YOU'LL CONFORM TO THE IDENTITY WE GIVE YOU, LIVE AND EAT WHERE WE TELL YOU, GET APPROVAL FOR ANY EXPENDITURE OVER A HUNDRED DOLLARS.
"YOU WILL HAVE NO IDENTIFYING MARKS OF ANY KIND. YOU WILL NOT STAND OUT IN ANY WAY.
EEEYOW!
ZAAAP!
"YOUR ENTIRE IMAGE IS CAREFULLY CRAFTED TO LEAVE NO LASTING MEMORY WHATSOEVER WITH ANYONE YOU ENCOUNTER.
DELETING
NYPD
JAMES EDWARDS
"YOU ARE NO LONGER PART OF "THE SYSTEM." WE'RE ABOVE THE SYSTEM. OVER IT. BEYOND IT. WE'RE "THEM." WE'RE "THEY."
J
"WE ARE THE MEN IN BLACK."
THE DIFFERENCE BETWEEN YOU AND ME? I MAKE THIS LOOK GOOD!

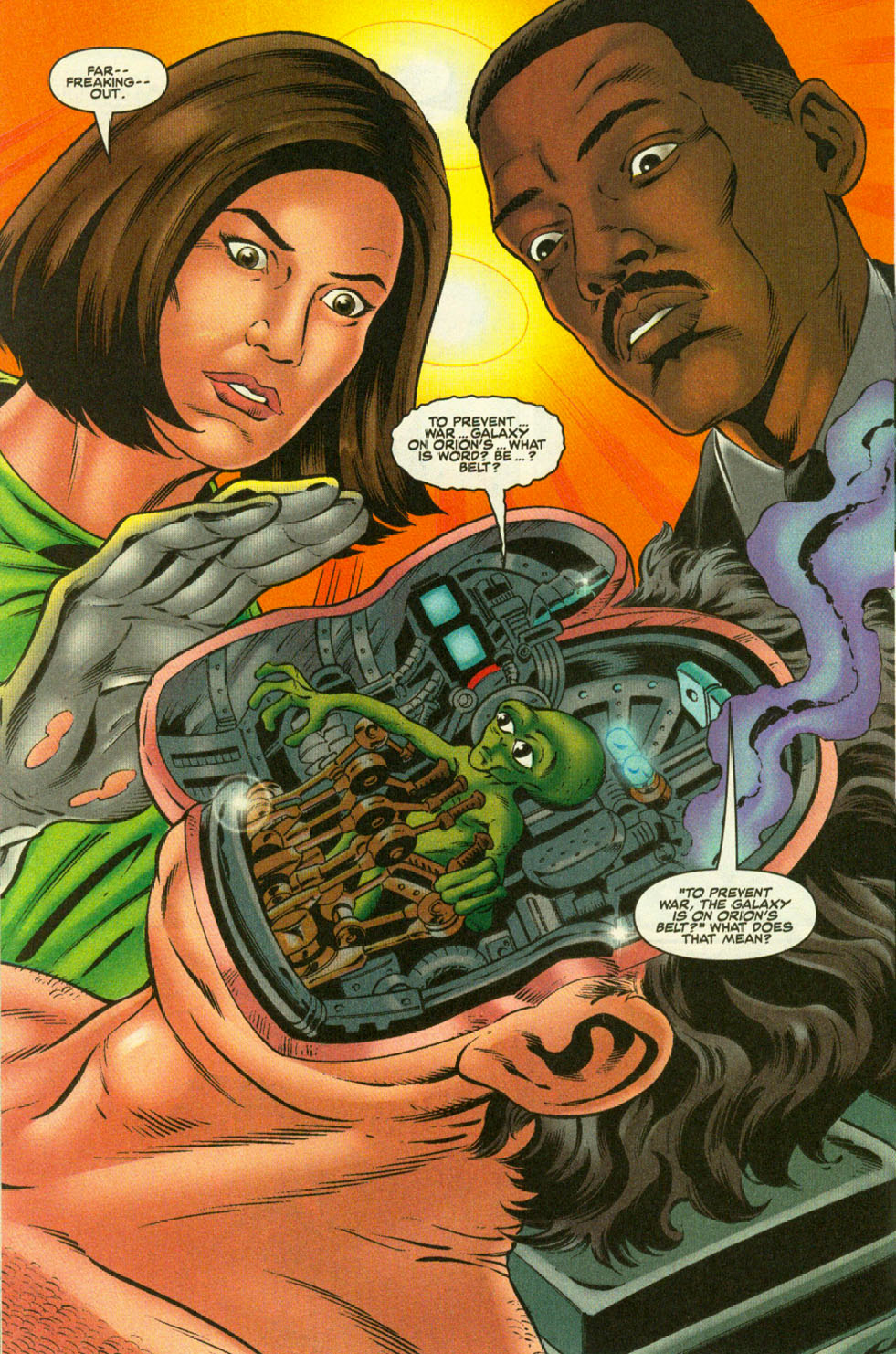

ISN'T THERE SOME SORT OF EXTENSIVE TRAINING PROCEDURE I HAVE TO GO THROUGH?
YEAH. IT'S CALLED "STICK WITH ME."
WE GOTTA TALK ABOUT THIS. WE HAVE UNLIMITED TECHNOLOGY FROM THE ENTIRE UNIVERSE AND WE CRUISE AROUND IN A FORD LTD?
RULE NUMBER ONE IN OUR LINE OF WORK--NOTHING IS WHAT IT SEEMS.
KAY, WE HAD AN UNAUTHORIZED LANDING SOMEWHERE IN UPSTATE NEW YORK FARM COUNTRY. CHECK IT OUT. WE'RE NOT HOSTING A GALACTIC KEGGER DOWN HERE.
AM
FM
WILL DO, ZED.
LOG US IN, JAY. CHECK OUT THE HOT SHEETS.
THE INQUISITOR? THE DAILY SCOOP? THESE ARE THE HOT SHEETS?
DAILY SCOOP
BIGFOOT TOOK MY WIFE
ALIEN LOVE CHILD
YOU GET YOUR NEWS FROM SUPERMARKET TABLOIDS?
BEST INVESTIGATIVE REPORTING ON THE PLANET. BUT HEY, GO AHEAD, READ THE NEW YORK TIMES IF YOU WANT. THEY GET LUCKY SOMETIMES.
THIS IS WHAT WE'RE LOOKING FOR.
MIDNIGHT ECLIPSE
ALIENS STOLE MY HUSBAND'S SKIN!

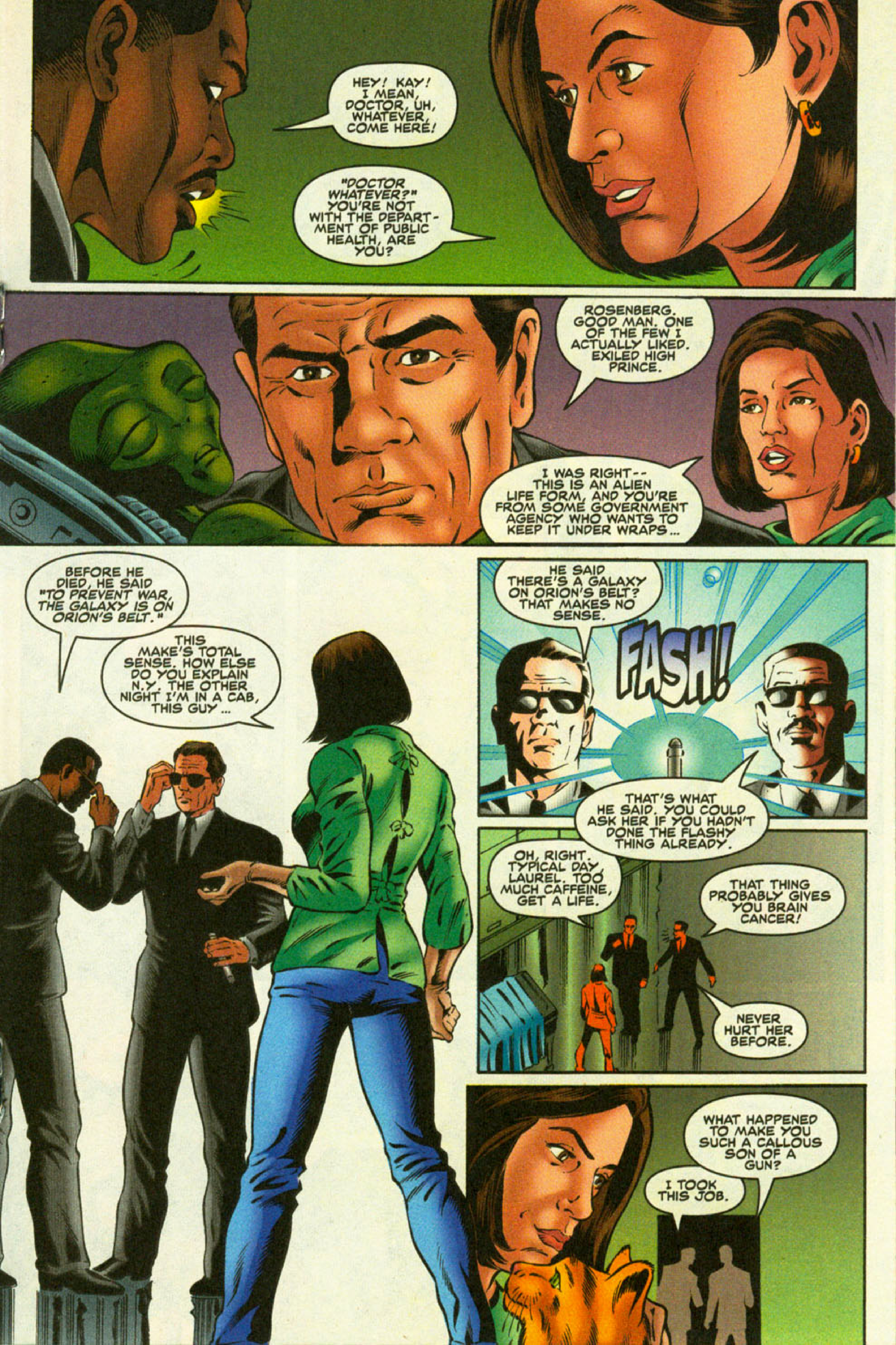

SOON.
NOT SO FAST, SCOOTER. WALK UP SLOW. MAKES IT LOOK LIKE WE'RE SIZING UP THE SITUATION. GIVES 'EM TIME TO GET THE WRONG IMPRESSION. MAKES THINGS GO SMOOTHER.
HOW DO YOU DO, MA'AM, I'M SPECIAL AGENT MANHEIM, THIS IS AGENT BLACK, FBI. WE HAVE A FEW QUESTIONS ABOUT YOUR VISITOR.
ARE YOU HERE TO MAKE FUN OF ME TOO?
NO MA'AM. WE AT THE FBI DON'T HAVE A SENSE OF HUMOR THAT WE'RE AWARE OF.
FBI
WELL, WHATEVER THAT THING WAS, IT WASN'T EDGAR. MORE LIKE SOMETHING THAT WAS WEARING HIM LIKE A SUIT. AND HE ASKED FOR SUGAR WATER.
SUGAR WATER?
RAY BANS.
FASH!
BEATRICE, THERE WAS NO ALIEN, AND NO UFO. SWAMP GAS FROM A WEATHER BALLOON WAS TRAPPED IN A THERMAL POCKET AND REFRACTED THE LIGHT FROM VENUS.
WHOA! THAT GADGET LETS YOU GIVE HER A NEW MEMORY? AND THAT LAME STORY IS THE BEST YOU CAN COME UP WITH!?
AND, BEATRICE, EDGAR RAN OFF WITH ON OLD GIRLFRIEND. GO STAY AT YOUR MOTHER'S FOR A FEW DAYS AND GET OVER IT.
AND YOU'RE BETTER OFF 'CAUSE HE NEVER APPRECIATED YOU ANYWAY. IN FACT, YOU KICKED HIM OUT!

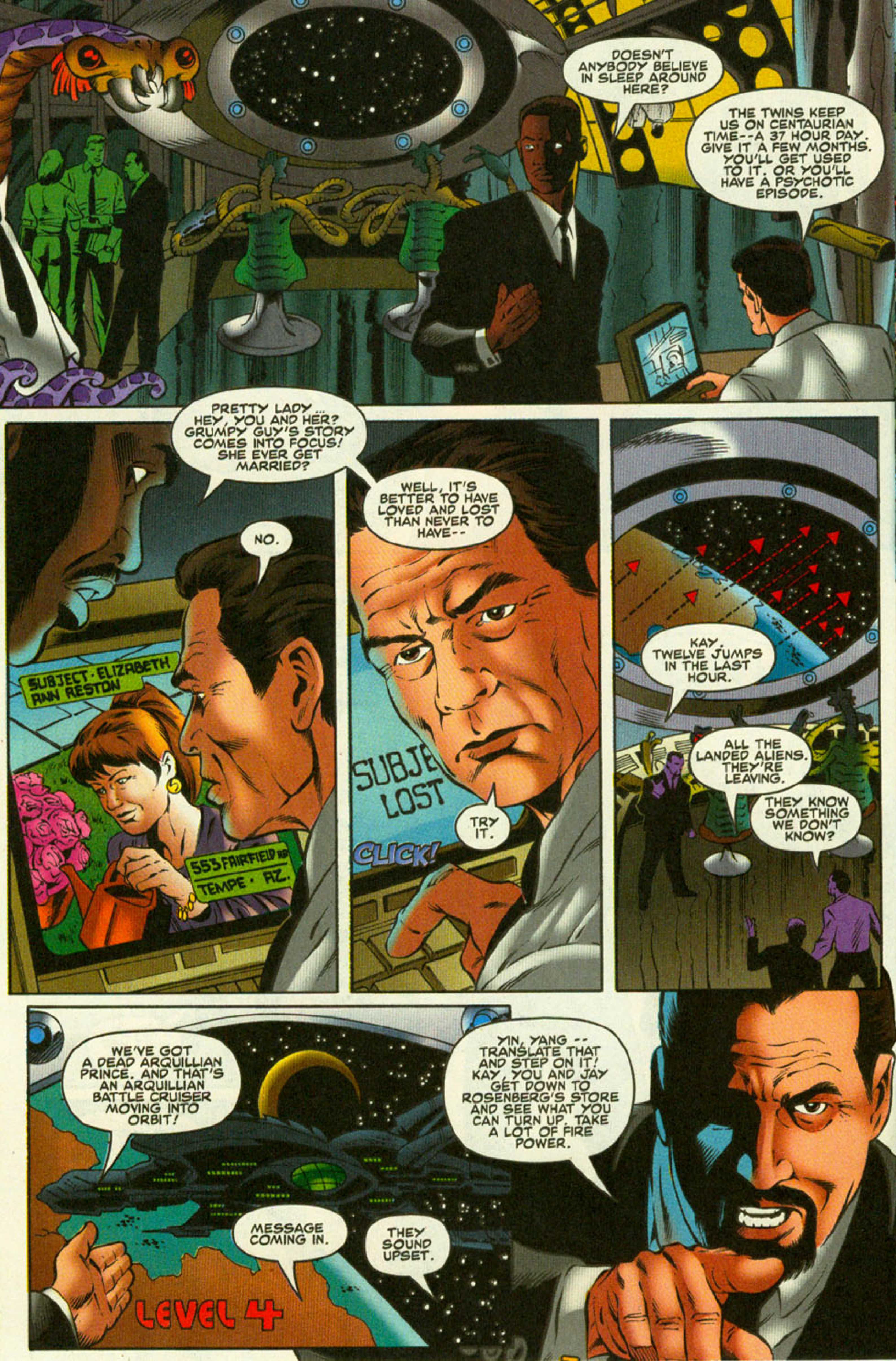

NOT THAT.
DO YOU KNOW WHAT ALIEN LIFE FORM LEAVES A GREEN SPECTRAL TRAIL?
WAIT--DON'T TELL ME--THAT WAS THE QUESTION ON FINAL JEOPARDY LAST NIGHT.
MOMENTS LATER...
HEY, KAY... WHEN AM I GONNA GET ONE OF THOSE MEMORY THINGS?
WHEN YOU'RE READY.
ZED, WE HAVE A BUG.
I'M GONNA JUMP WAY PAST YOU AND JUST GUESS THAT THIS IS REAL BAD. RIGHT?
BUGS THRIVE ON CARNAGE, TIGER. THEY CONSUME, INFEST AND DESTROY. THEY LIVE OFF THE DEATH AND DECAY OF OTHER SPECIES.
WHAT DO WE DO?
WITH A BUG IN TOWN? WATCH THE MORGUES.

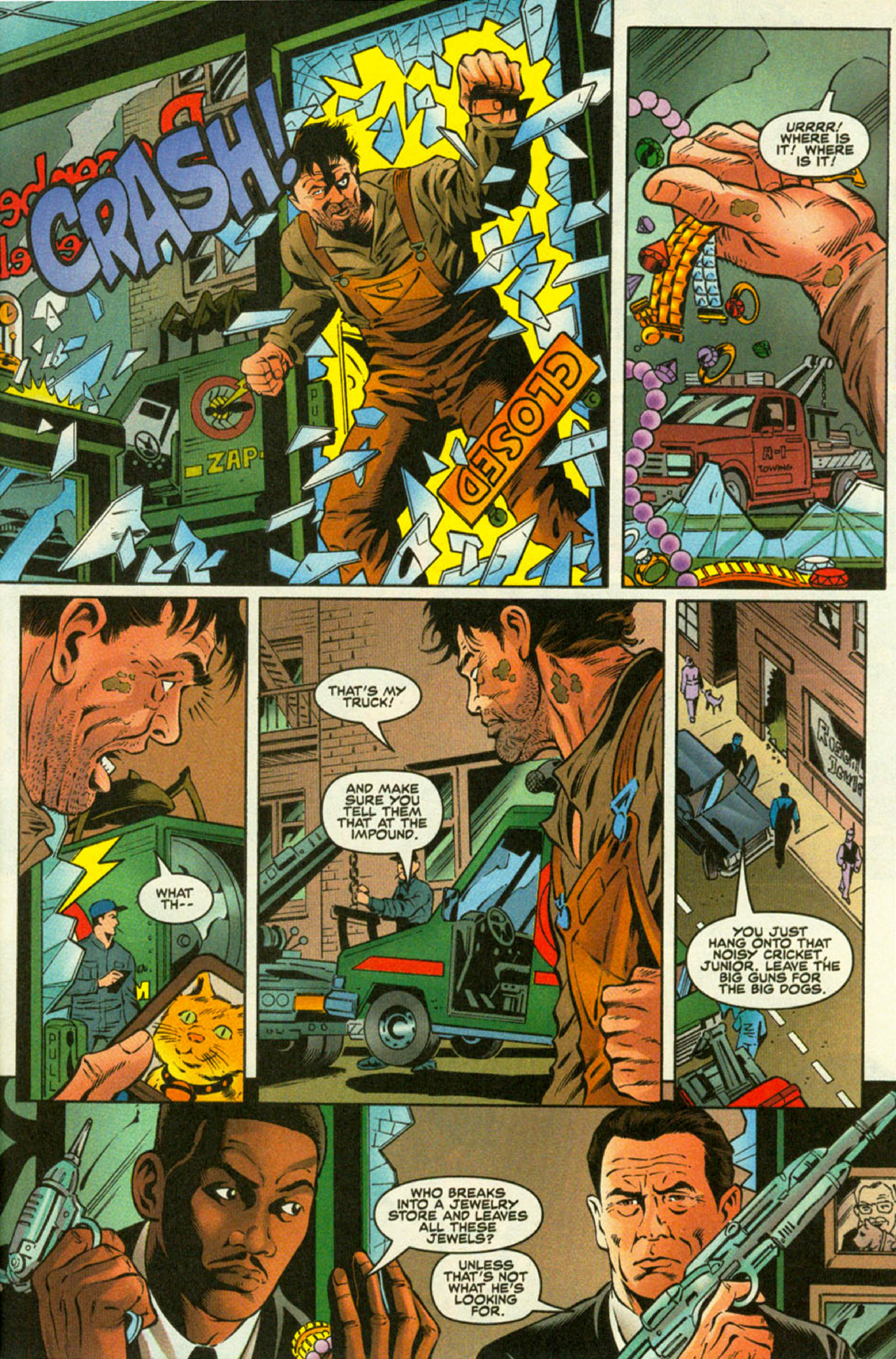

TODAY'S SPECIAL
$5.95
MEANWHILE...
AND TO THINK THAT AFTER SO LONG, WE SHOULD COME TOGETHER ON A TINY DUNG HEAP LIKE THIS.
EARTH? IT'S NOT SO BAD, ONCE YOU GET USED TO THE SMELL.
ALL RIGHT. WHERE IS IT?
PLEASE. YOU'VE WAITED THIS LONG, AT LEAST LET ME EAT.
A TOAST, THEN. TO THE RETURN OF THE THIRD GALAXY TO ARQUILLIAN RULE.
NOT SO FAST!
YOU CAN KILL US BOTH-- BUT IT WILL NOT STOP THE PEACE.
YOU'RE RIGHT ABOUT ONE THING.
SLASH
ARRRRR!
OH, MY GOD!
HSSSS!

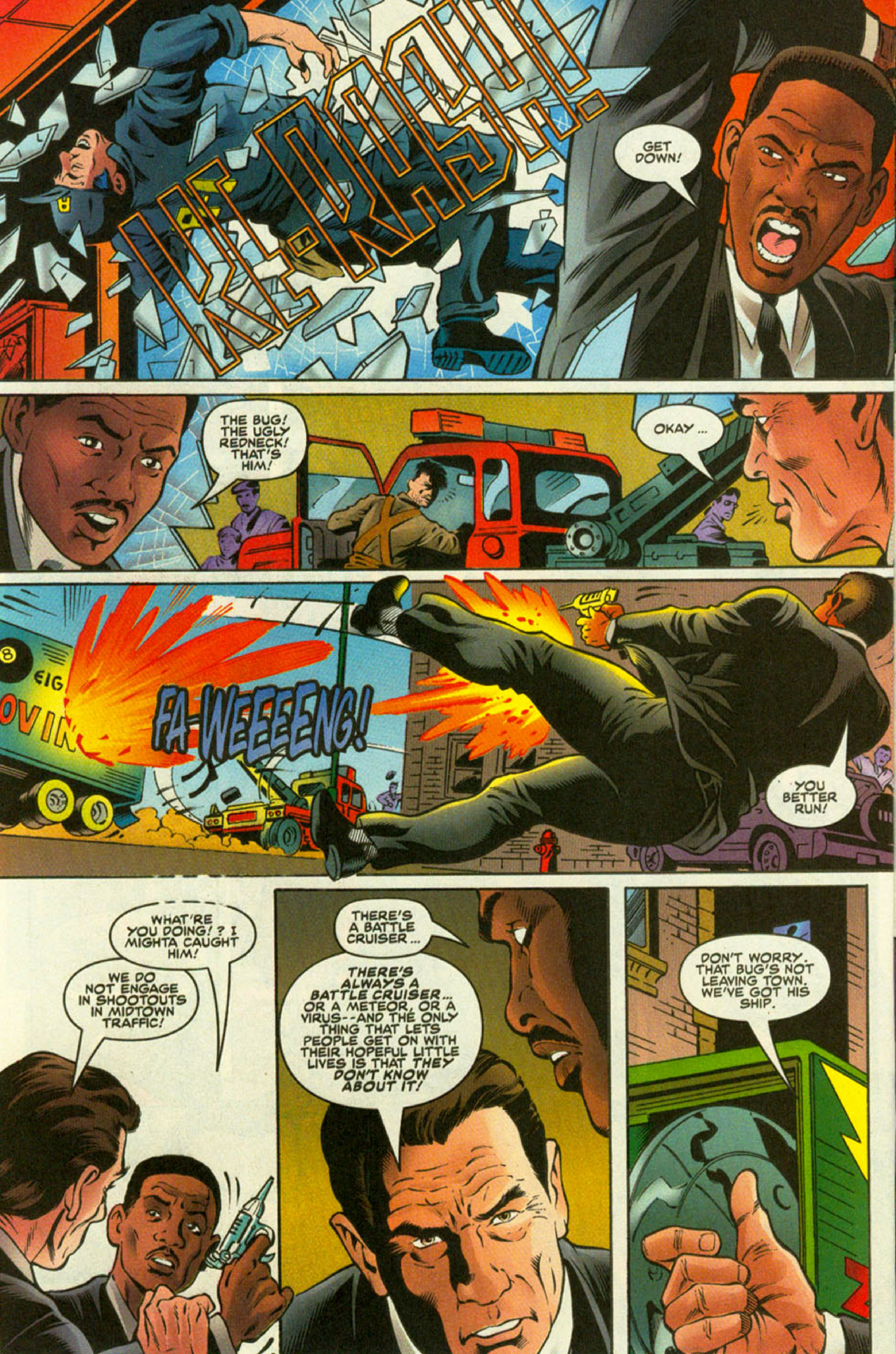

CITY MORGUE, HOURS LATER...
...APPROXIMATELY 112 DEGREES AT TIME OF AUTOPSY INDICATING A POSTMORTEM INCREASE IN BODY TEMPERATURE. WHICH CAN ONLY BE DESCRIBED AS...
WEIRD?
DR. LEO MENVILLE, DEPARTMENT OF PUBLIC HEALTH. THIS IS DR. WHITE.
YOU GUYS ARE UP LATE. MUST NOT HAVE MUCH OF A HOME LIFE.
WE WATCH THE MORGUES VERY CAREFULLY. YOU'VE GOT SOMETHING UNUSUAL?
I'D SAY SO-- TRIPLE HOMICIDE. THE FIRST CORPSE WAS PERFECTLY NORMAL, EXCEPT THAT HE WAS BROKEN IN HALF, BUT WHEN I OPENED UP THE OTHER TWO--
THERE'S A SKELETAL STRUCTURE AT WORK HERE UNLIKE ANYTHING I'VE EVER SEEN.
I'LL HAVE A LOOK AT THIS ONE. DR. WHITE, WHY DON'T YOU AND DR. WEAVER CHECK OUT THE OTHER BODY?
THIS ONE'S EVEN STRANGER. I DID A FULL LAPAROTOMY. OH, WATCH OUT FOR THE CAT. CAME IN WITH THE BODIES.
YOU WANNA KNOW WHAT I REALLY THINK? THIS BODY IS NOT REALLY A BODY, BUT IT'S ACTUALLY SOME SORT OF TRANSPORT UNIT. THE QUESTION IS: WHAT?
WHAT IS THAT?

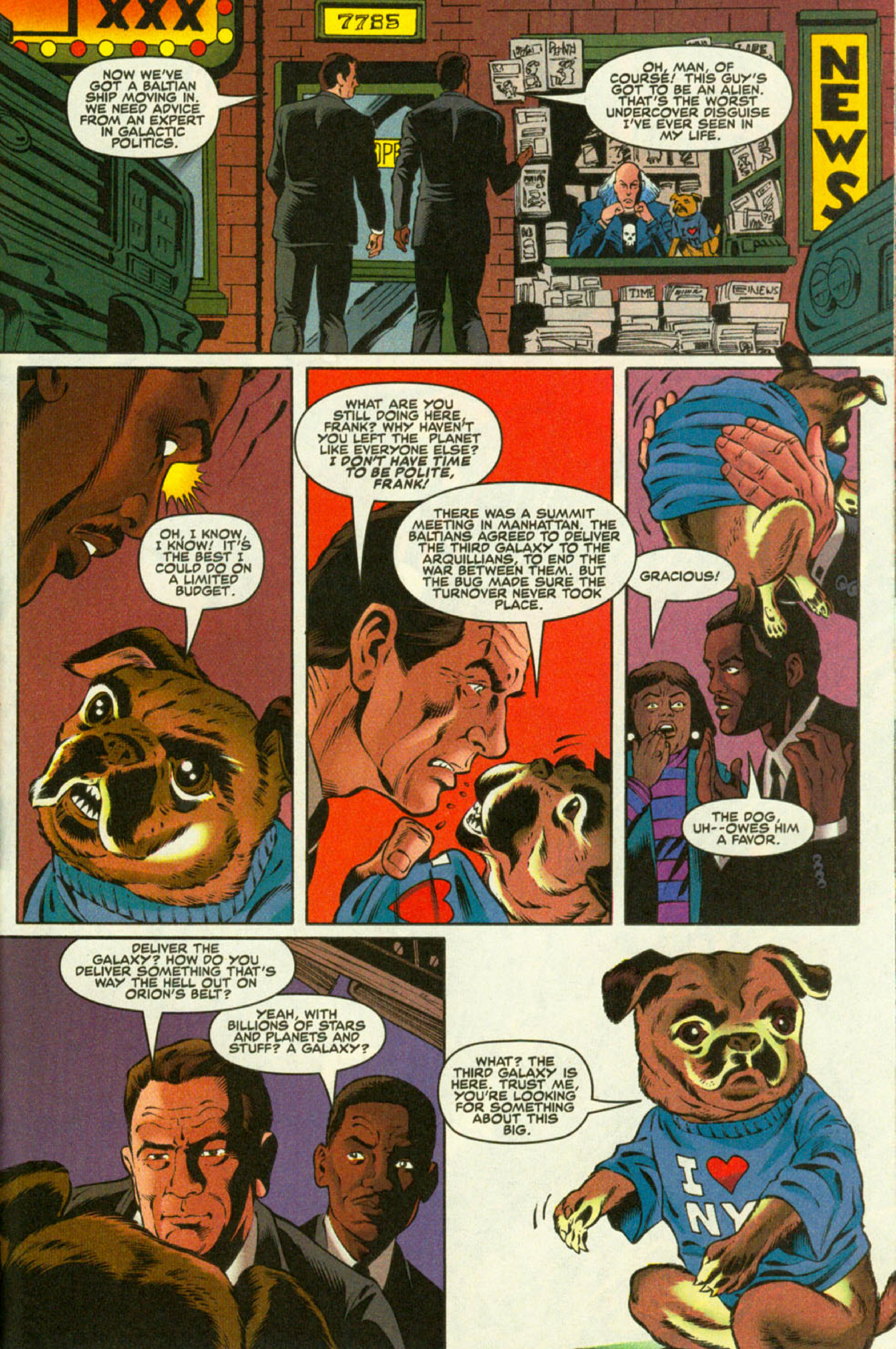

FAR-- FREAKING-- OUT.
TO PREVENT ... WAR ... GALAXY ON ORION'S ... WHAT IS WORD? BE ... ? BELT?
"TO PREVENT WAR, THE GALAXY IS ON ORION'S BELT?" WHAT DOES THAT MEAN?

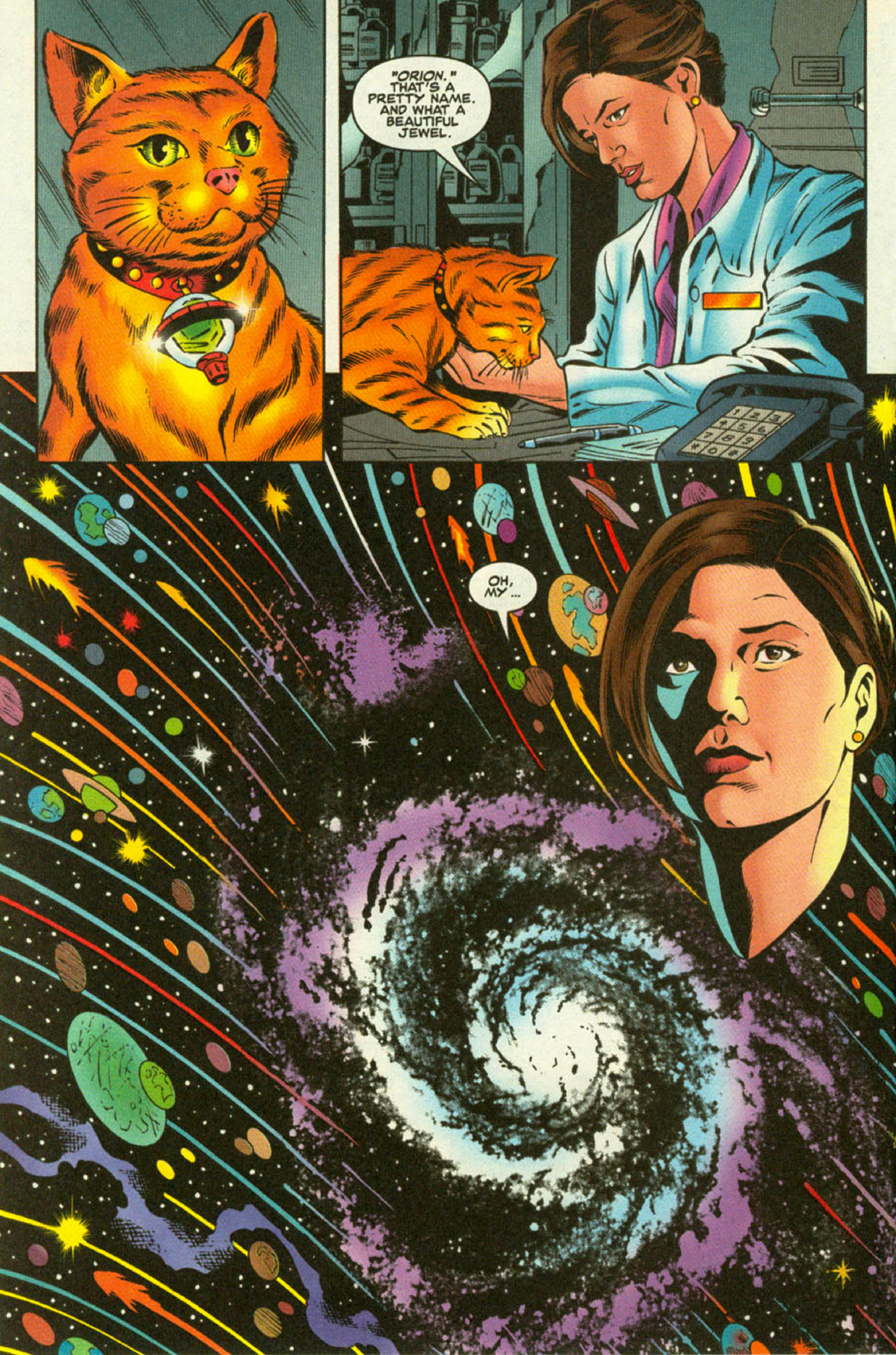

HEY! KAY! I MEAN, DOCTOR, UH, WHATEVER, COME HERE!
"DOCTOR WHATEVER?" YOU'RE NOT WITH THE DEPARTMENT OF PUBLIC HEALTH, ARE YOU?
ROSENBERG. GOOD MAN. ONE OF THE FEW I ACTUALLY LIKED. EXILED HIGH PRINCE.
I WAS RIGHT-- THIS IS AN ALIEN LIFE FORM, AND YOU'RE FROM SOME GOVERNMENT AGENCY WHO WANTS TO KEEP IT UNDER WRAPS...
BEFORE HE DIED, HE SAID "TO PREVENT WAR, THE GALAXY IS ON ORION'S BELT."
THIS MAKE'S TOTAL SENSE. HOW ELSE DO YOU EXPLAIN N.Y. THE OTHER NIGHT I'M IN A CAB, THIS GUY...
HE SAID THERE'S A GALAXY ON ORION'S BELT? THAT MAKES NO SENSE.
FASH!
THAT'S WHAT HE SAID. YOU COULD ASK HER IF YOU HADN'T DONE THE FLASHY THING ALREADY.
OH, RIGHT. TYPICAL DAY, LAUREL. TOO MUCH CAFFEINE, GET A LIFE.
THAT THING PROBABLY GIVES YOU BRAIN CANCER!
NEVER HURT HER BEFORE.
WHAT HAPPENED TO MAKE YOU SUCH A CALLOUS SON OF A GUN?
I TOOK THIS JOB.

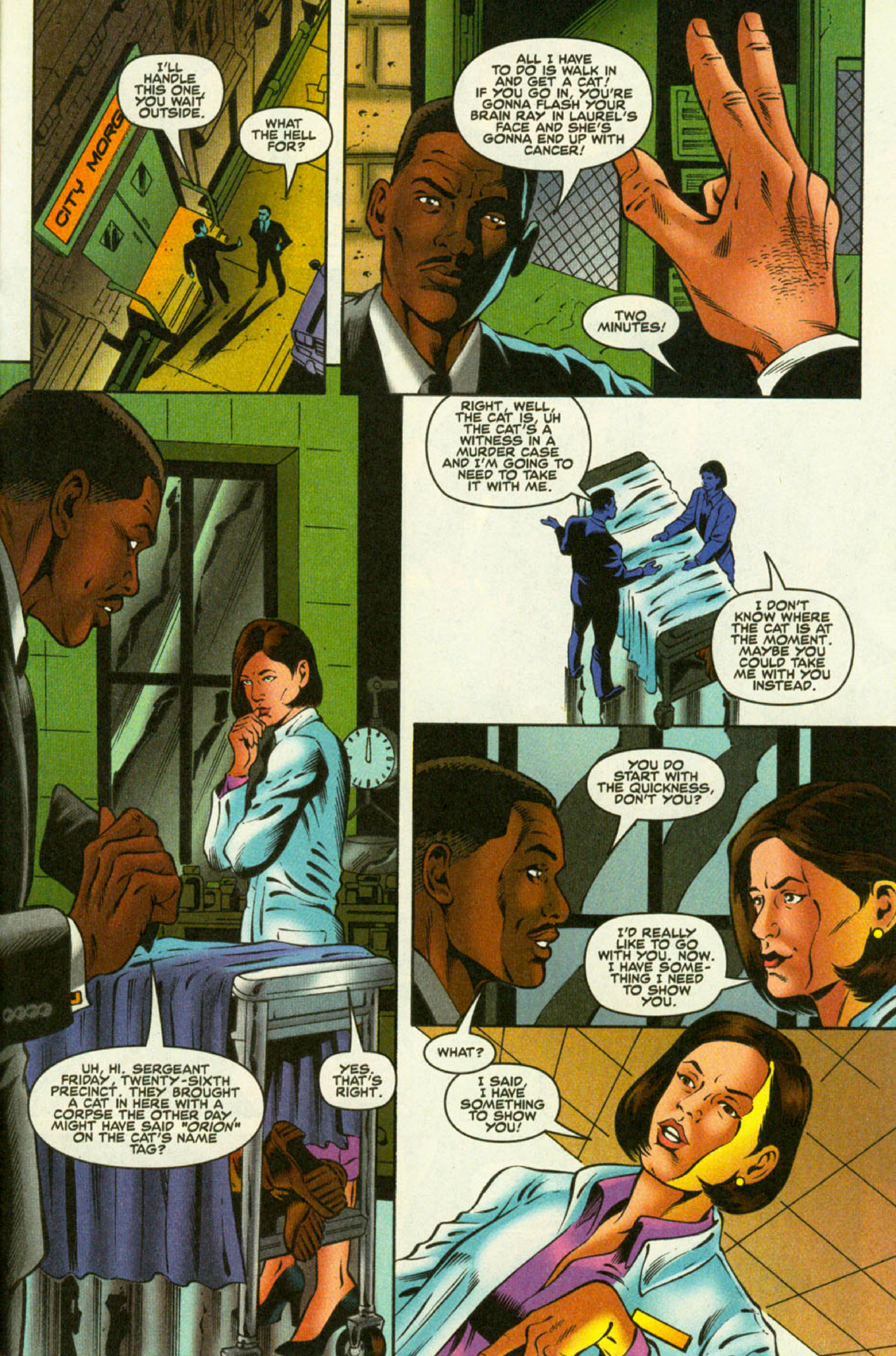

DOESN'T ANYBODY BELIEVE IN SLEEP AROUND HERE?
THE TWINS KEEP US ON CENTAURIAN TIME--A 37 HOUR DAY. GIVE IT A FEW MONTHS. YOU'LL GET USED TO IT. OR YOU'LL HAVE A PSYCHOTIC EPISODE.
PRETTY LADY ... HEY, YOU AND HER? GRUMPY GUY'S STORY COMES INTO FOCUS! SHE EVER GET MARRIED?
NO.
SUBJECT · ELIZABETH ANN RESTON
553 FAIRFIELD RD
TEMPE · AZ.
WELL, IT'S BETTER TO HAVE LOVED AND LOST THAN NEVER TO HAVE--
SUBJE LOST
TRY IT.
CLICK!
KAY. TWELVE JUMPS IN THE LAST HOUR.
ALL THE LANDED ALIENS. THEY'RE LEAVING.
THEY KNOW SOMETHING WE DON'T KNOW?
WE'VE GOT A DEAD ARQUILLIAN PRINCE. AND THAT'S AN ARQUILLIAN BATTLE CRUISER MOVING INTO ORBIT!
YIN, YANG -- TRANSLATE THAT AND STEP ON IT! KAY, YOU AND JAY GET DOWN TO ROSENBERG'S STORE AND SEE WHAT YOU CAN TURN UP. TAKE A LOT OF FIRE POWER.
MESSAGE COMING IN.
THEY SOUND UPSET.
LEVEL 4

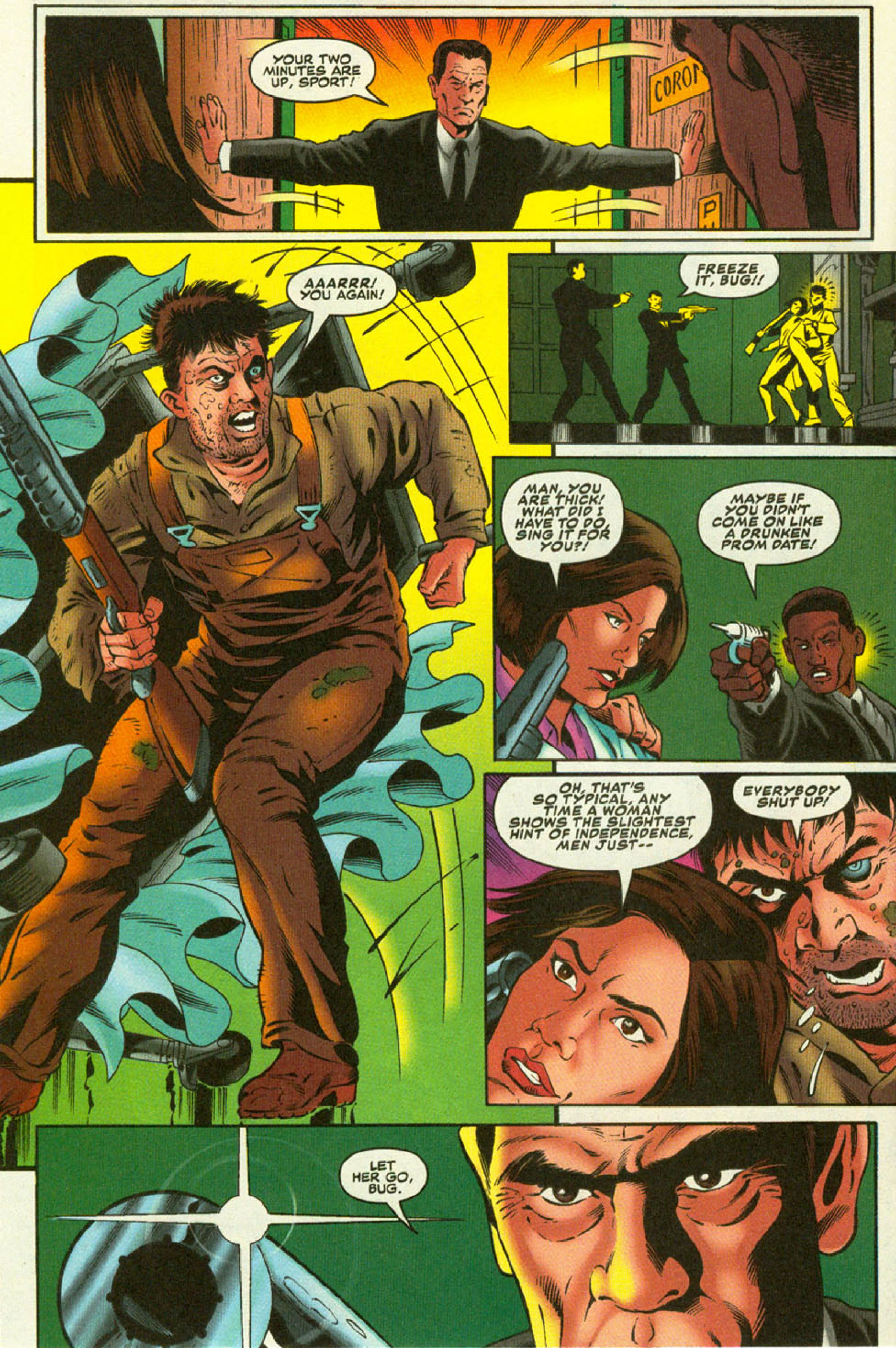

CRASH!
CLOSED
ZAP
PULL
URRRR! WHERE IS IT! WHERE IS IT!
A-1 TOWING
WHAT TH--
PULL
THAT'S MY TRUCK!
AND MAKE SURE YOU TELL THEM THAT AT THE IMPOUND.
YOU JUST HANG ONTO THAT NOISY CRICKET, JUNIOR. LEAVE THE BIG GUNS FOR THE BIG DOGS.
WHO BREAKS INTO A JEWELRY STORE AND LEAVES ALL THESE JEWELS?
UNLESS THAT'S NOT WHAT HE'S LOOKING FOR.

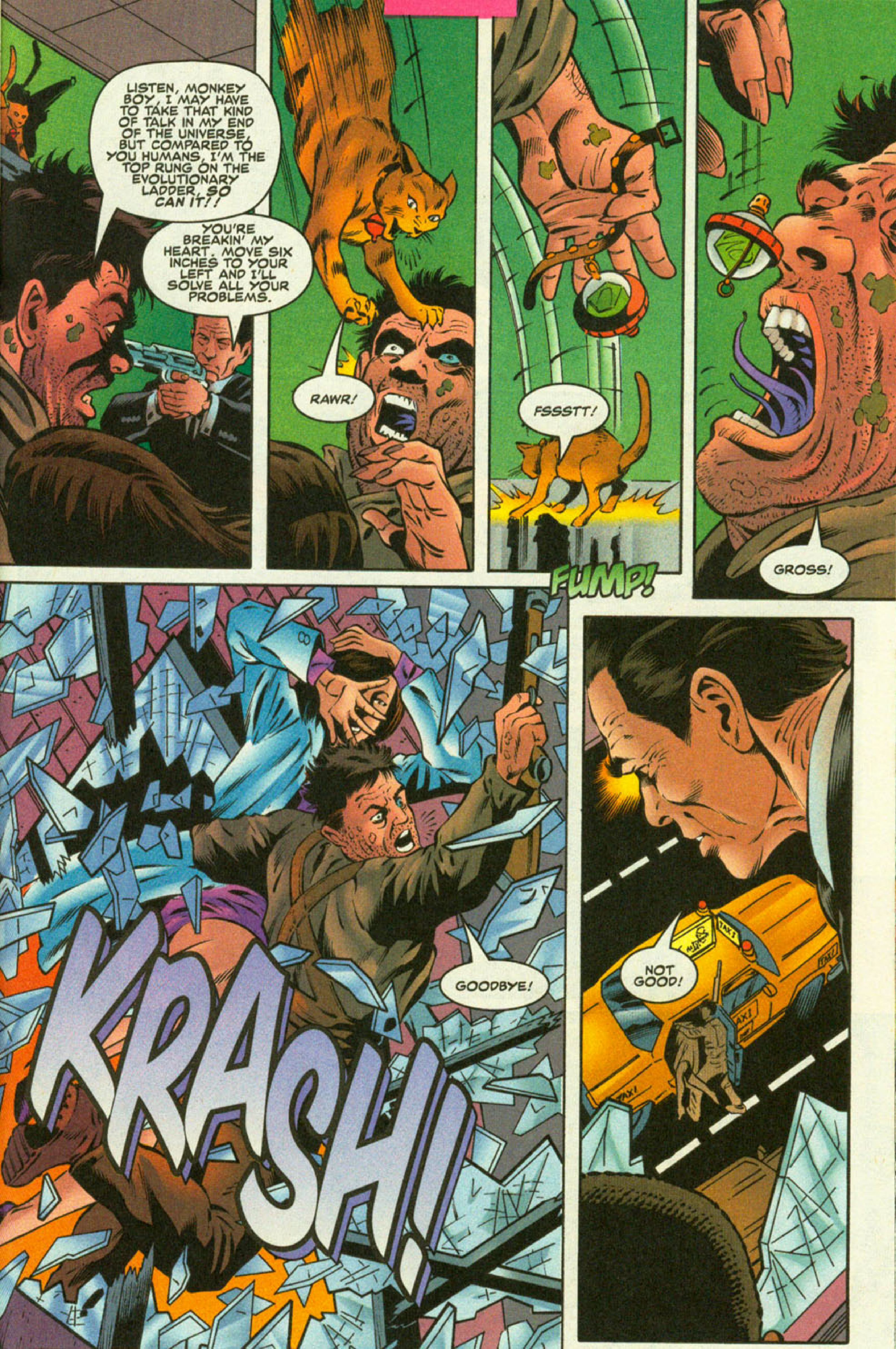

KE-RASH!
GET DOWN!
THE BUG! THE UGLY REDNECK! THAT'S HIM!
OKAY ...
EIG
OVIN
FA-WEEEENG!
YOU BETTER RUN!
WHAT'RE YOU DOING!? I MIGHTA CAUGHT HIM!
WE DO NOT ENGAGE IN SHOOTOUTS IN MIDTOWN TRAFFIC!
THERE'S A BATTLE CRUISER ...
THERE'S ALWAYS A BATTLE CRUISER... OR A METEOR, OR A VIRUS--AND THE ONLY THING THAT LETS PEOPLE GET ON WITH THEIR HOPEFUL LITTLE LIVES IS THAT THEY DON'T KNOW ABOUT IT!
DON'T WORRY. THAT BUG'S NOT LEAVING TOWN. WE'VE GOT HIS SHIP.

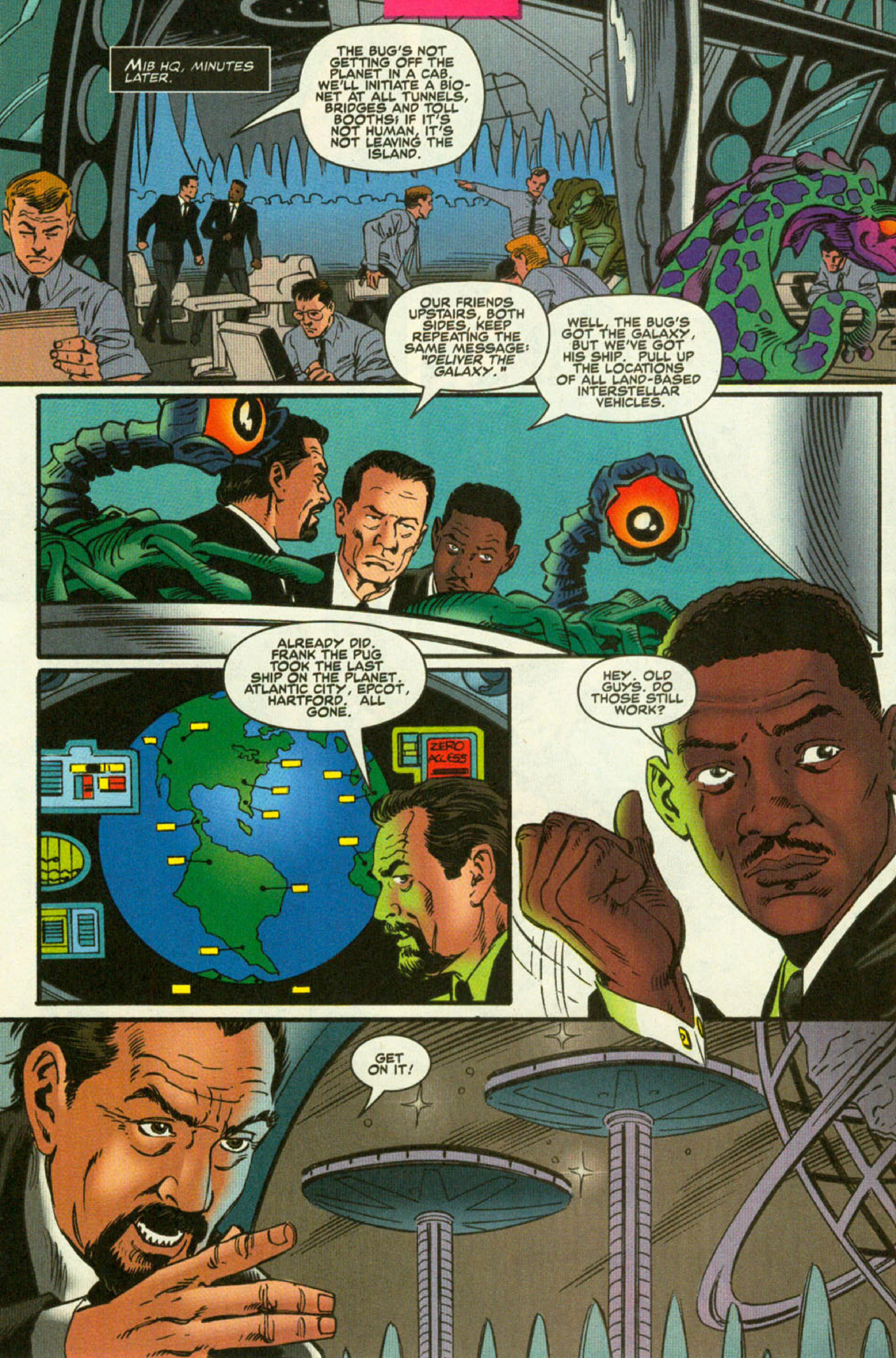

XXX
7785
NOW WE'VE GOT A BALTIAN SHIP MOVING IN. WE NEED ADVICE FROM AN EXPERT IN GALACTIC POLITICS.
OH, MAN, OF COURSE! THIS GUY'S GOT TO BE AN ALIEN. THAT'S THE WORST UNDERCOVER DISGUISE I'VE EVER SEEN IN MY LIFE.
NEWS
TIME
NEWS
OH, I KNOW, I KNOW! IT'S THE BEST I COULD DO ON A LIMITED BUDGET.
WHAT ARE YOU STILL DOING HERE, FRANK? WHY HAVEN'T YOU LEFT THE PLANET LIKE EVERYONE ELSE? *I DON'T HAVE TIME TO BE POLITE, FRANK!*
THERE WAS A SUMMIT MEETING IN MANHATTAN. THE BALTIANS AGREED TO DELIVER THE THIRD GALAXY TO THE ARQUILLIANS, TO END THE WAR BETWEEN THEM. BUT THE BUG MADE SURE THE TURNOVER NEVER TOOK PLACE.
GRACIOUS!
THE DOG, UH--OWES HIM A FAVOR.
DELIVER THE GALAXY? HOW DO YOU DELIVER SOMETHING THAT'S WAY THE HELL OUT ON ORION'S BELT?
YEAH, WITH BILLIONS OF STARS AND PLANETS AND STUFF? A GALAXY?
WHAT? THE THIRD GALAXY IS HERE. TRUST ME, YOU'RE LOOKING FOR SOMETHING ABOUT THIS BIG.
I ♥ NY

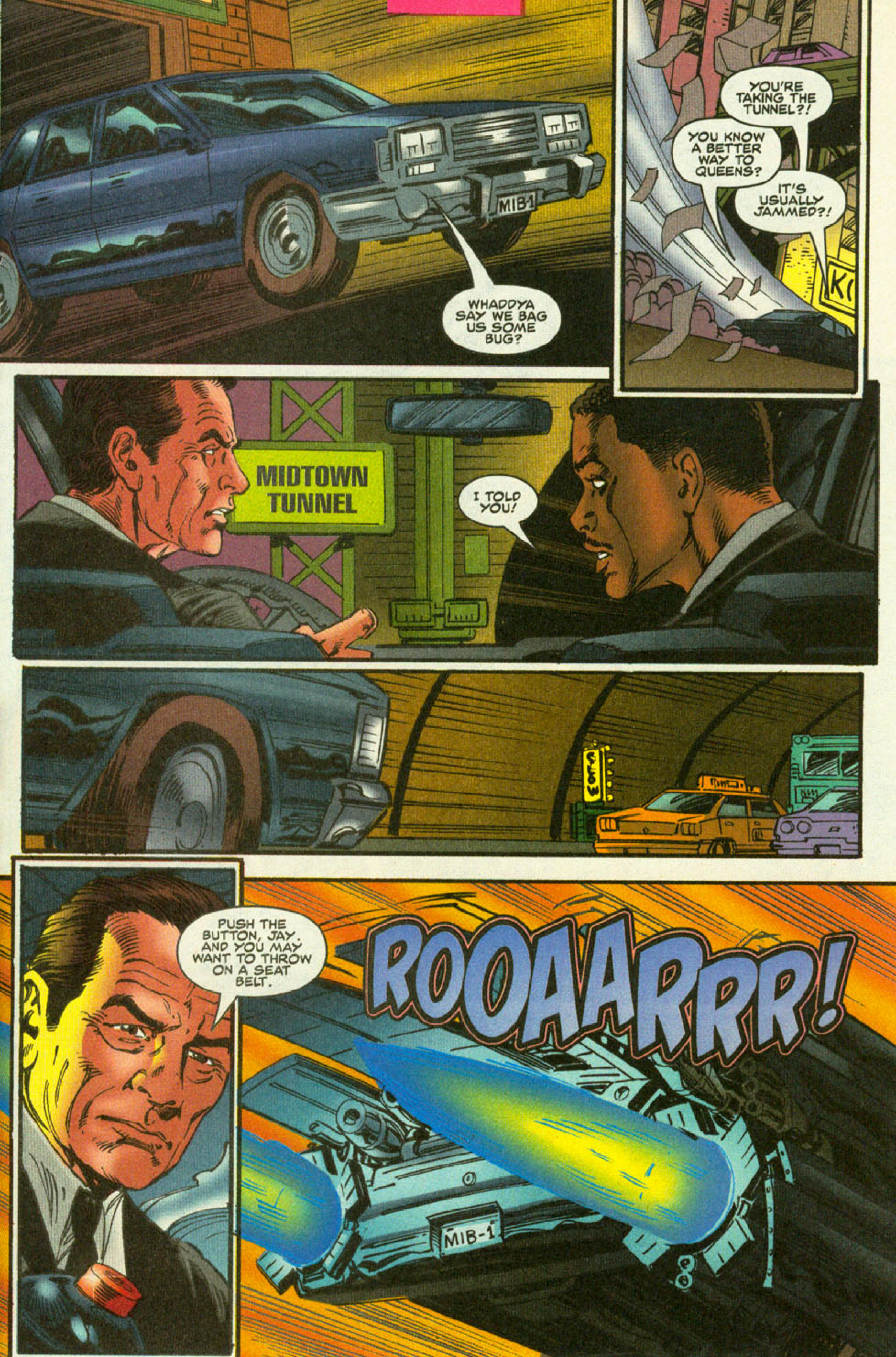

"ORION." THAT'S A PRETTY NAME. AND WHAT A BEAUTIFUL JEWEL.
OH, MY...

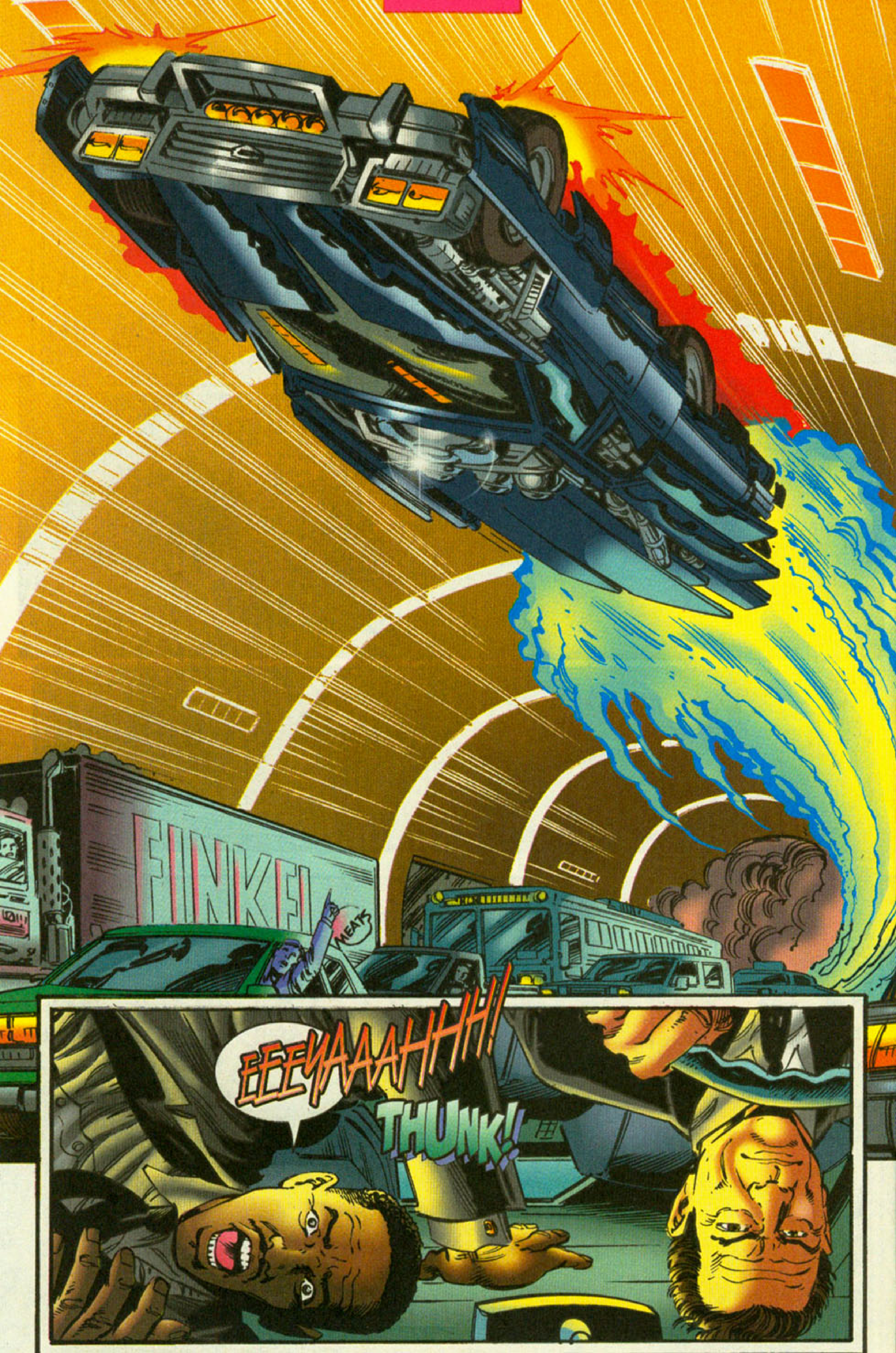

CITY MORG
I'LL HANDLE THIS ONE, YOU WAIT OUTSIDE.
WHAT THE HELL FOR?
ALL I HAVE TO DO IS WALK IN AND GET A CAT! IF YOU GO IN, YOU'RE GONNA FLASH YOUR BRAIN RAY IN LAUREL'S FACE AND SHE'S GONNA END UP WITH CANCER!
TWO MINUTES!
UH, HI. SERGEANT FRIDAY, TWENTY-SIXTH PRECINCT. THEY BROUGHT A CAT IN HERE WITH A CORPSE THE OTHER DAY MIGHT HAVE SAID *"ORION"* ON THE CAT'S NAME TAG?
YES. THAT'S RIGHT.
RIGHT, WELL, THE CAT IS, UH THE CAT'S A WITNESS IN A MURDER CASE AND I'M GOING TO NEED TO TAKE IT WITH ME.
I DON'T KNOW WHERE THE CAT IS AT THE MOMENT. MAYBE YOU COULD TAKE ME WITH YOU INSTEAD.
YOU DO START WITH THE QUICKNESS, DON'T YOU?
I'D REALLY LIKE TO GO WITH YOU. NOW. I HAVE SOMETHING I NEED TO SHOW YOU.
WHAT?
I SAID, I HAVE SOMETHING TO SHOW YOU!

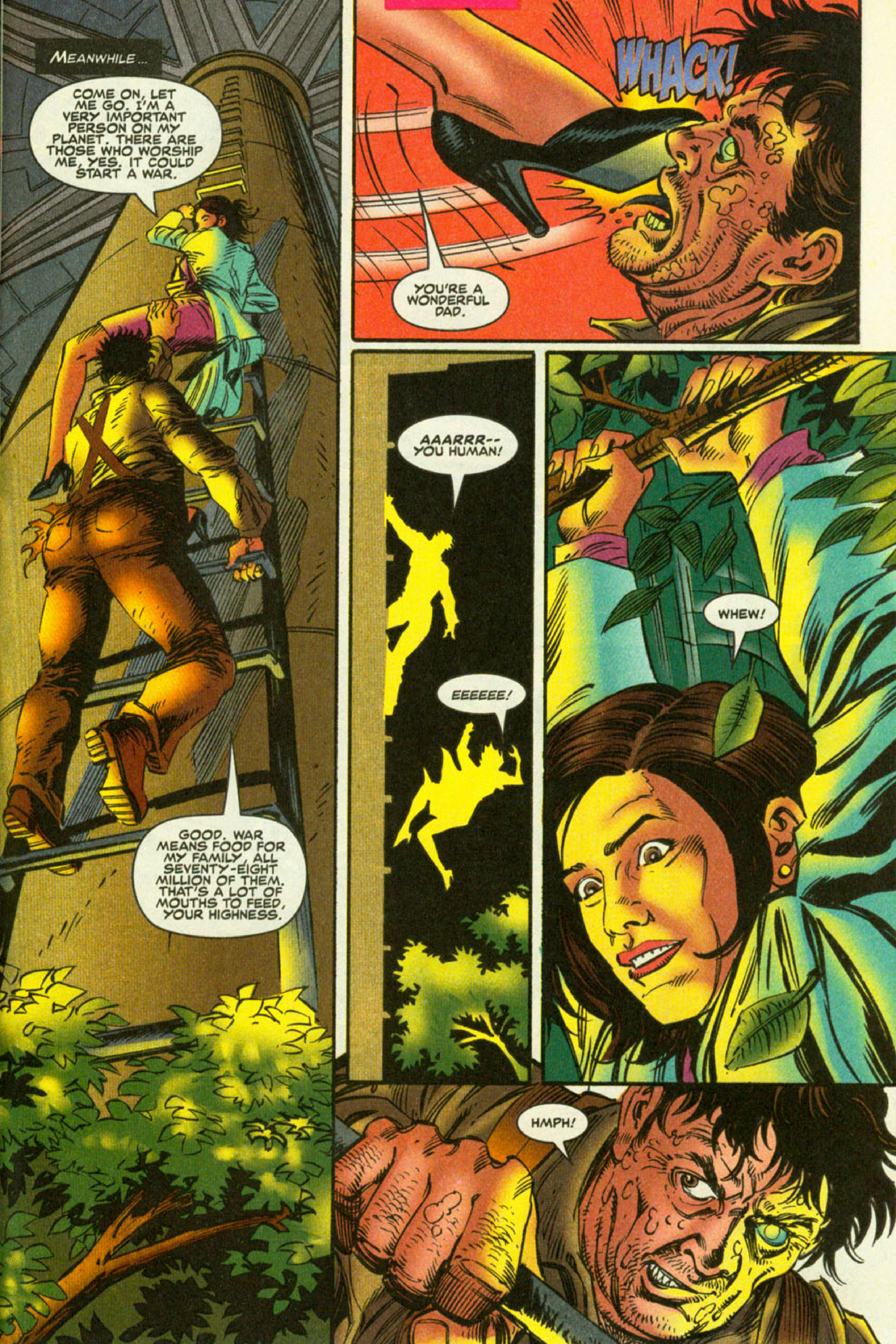

YOUR TWO MINUTES ARE UP, SPORT!
CORO
AAARRR! YOU AGAIN!
FREEZE IT, BUG!!
MAN, YOU ARE THICK! WHAT DID I HAVE TO DO, SING IT FOR YOU?!
MAYBE IF YOU DIDN'T COME ON LIKE A DRUNKEN PROM DATE!
OH, THAT'S SO TYPICAL, ANY TIME A WOMAN SHOWS THE SLIGHTEST HINT OF INDEPENDENCE, MEN JUST--
EVERYBODY SHUT UP!
LET HER GO, BUG.

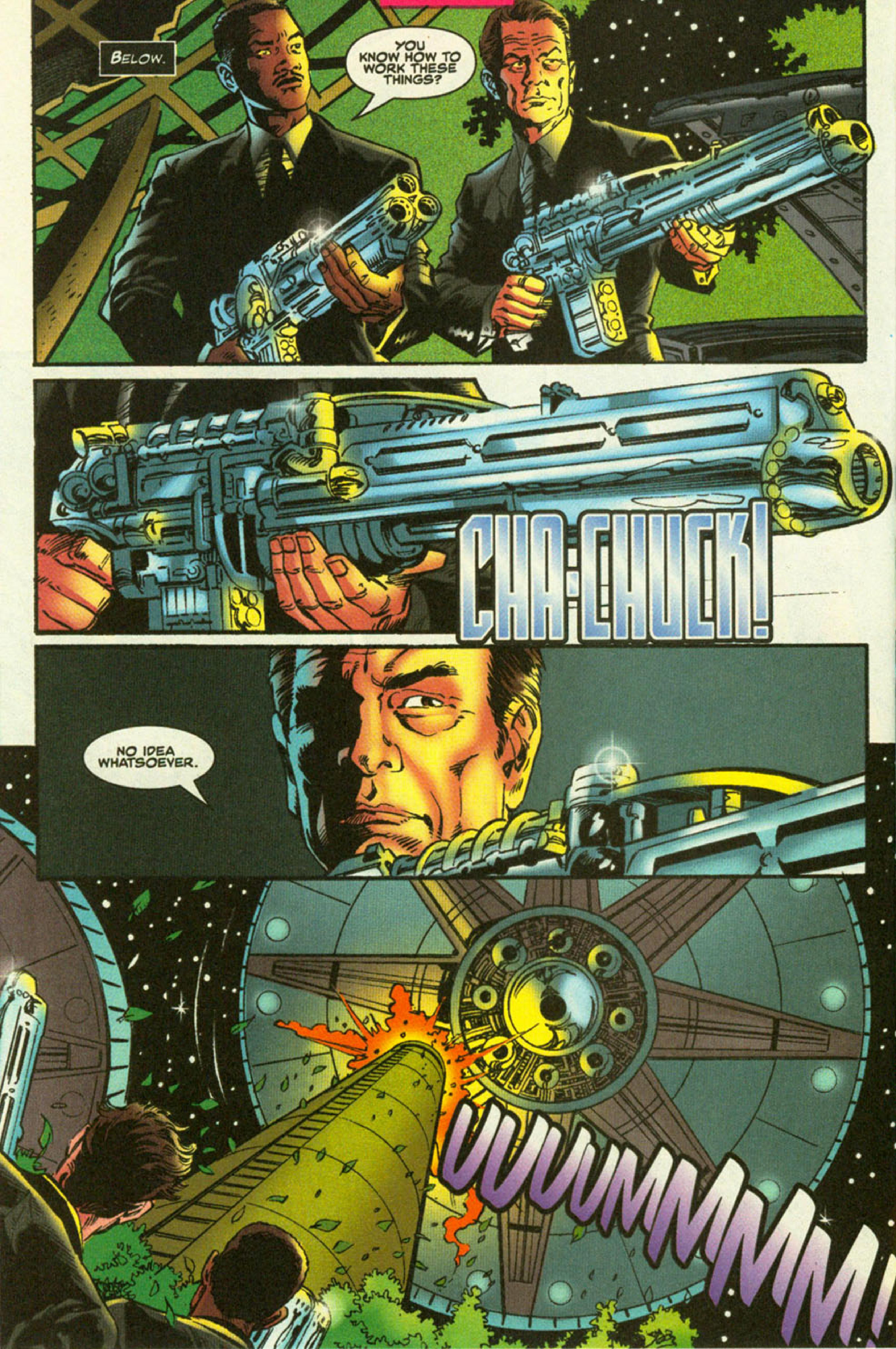

LISTEN, MONKEY BOY, I MAY HAVE TO TAKE THAT KIND OF TALK IN MY END OF THE UNIVERSE, BUT COMPARED TO YOU HUMANS, I'M THE TOP RUNG ON THE EVOLUTIONARY LADDER, SO CAN IT!!
YOU'RE BREAKIN' MY HEART. MOVE SIX INCHES TO YOUR LEFT AND I'LL SOLVE ALL YOUR PROBLEMS.
RAWR!
FSSSTT!
GROSS!
FUMP!
KRASH!
GOODBYE!
NOT GOOD!
TAXI

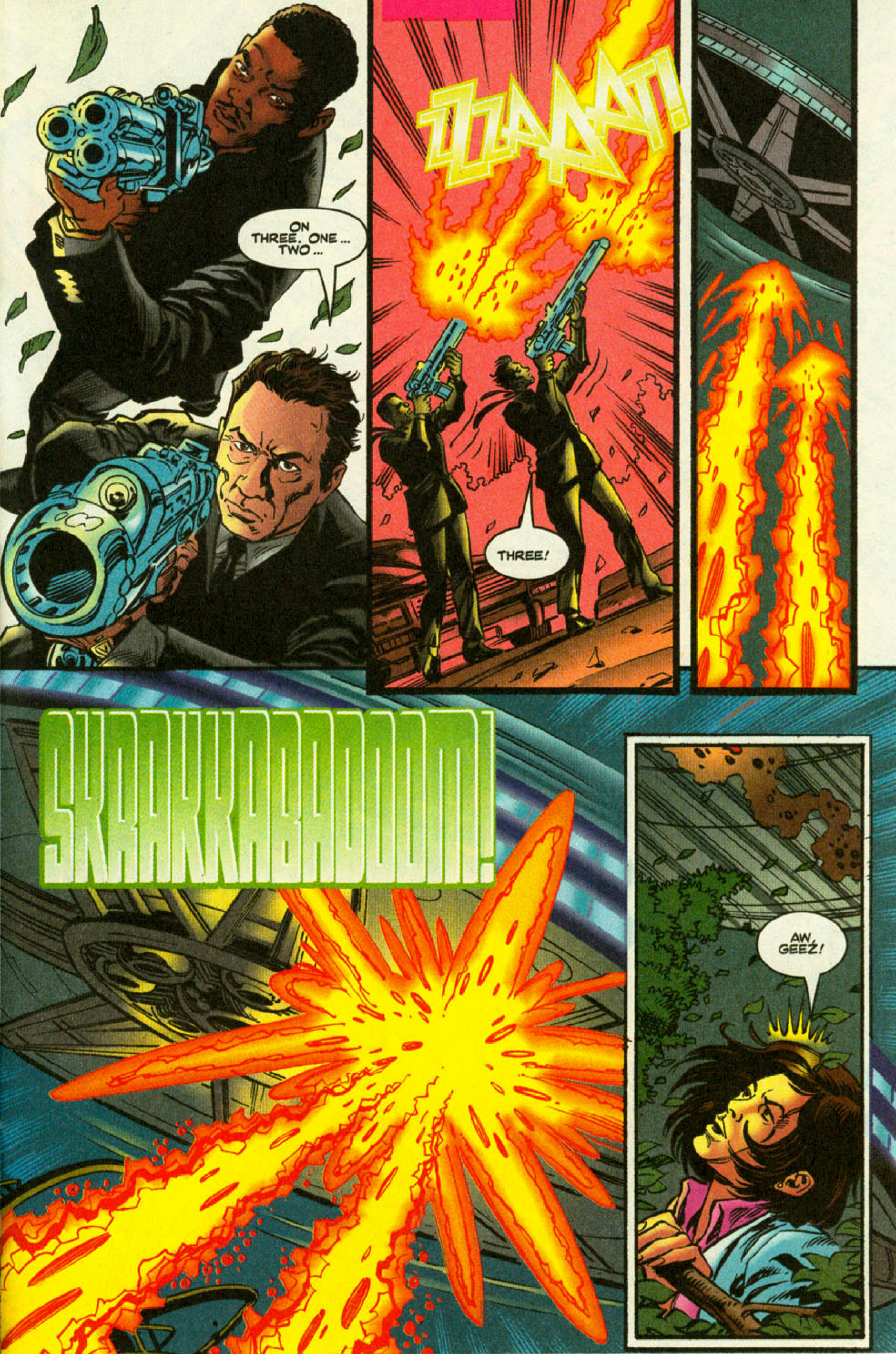

MIB HQ, MINUTES LATER.
THE BUG'S NOT GETTING OFF THE PLANET IN A CAB. WE'LL INITIATE A BIO-NET AT ALL TUNNELS, BRIDGES AND TOLL BOOTHS; IF IT'S NOT HUMAN, IT'S NOT LEAVING THE ISLAND.
OUR FRIENDS UPSTAIRS, BOTH SIDES, KEEP REPEATING THE SAME MESSAGE: "DELIVER THE GALAXY."
WELL, THE BUG'S GOT THE GALAXY, BUT WE'VE GOT HIS SHIP. PULL UP THE LOCATIONS OF ALL LAND-BASED INTERSTELLAR VEHICLES.
ALREADY DID. FRANK THE PUG TOOK THE LAST SHIP ON THE PLANET. ATLANTIC CITY, EPCOT, HARTFORD. ALL GONE.
ZERO ACCESS
HEY. OLD GUYS. DO THOSE STILL WORK?
GET ON IT!

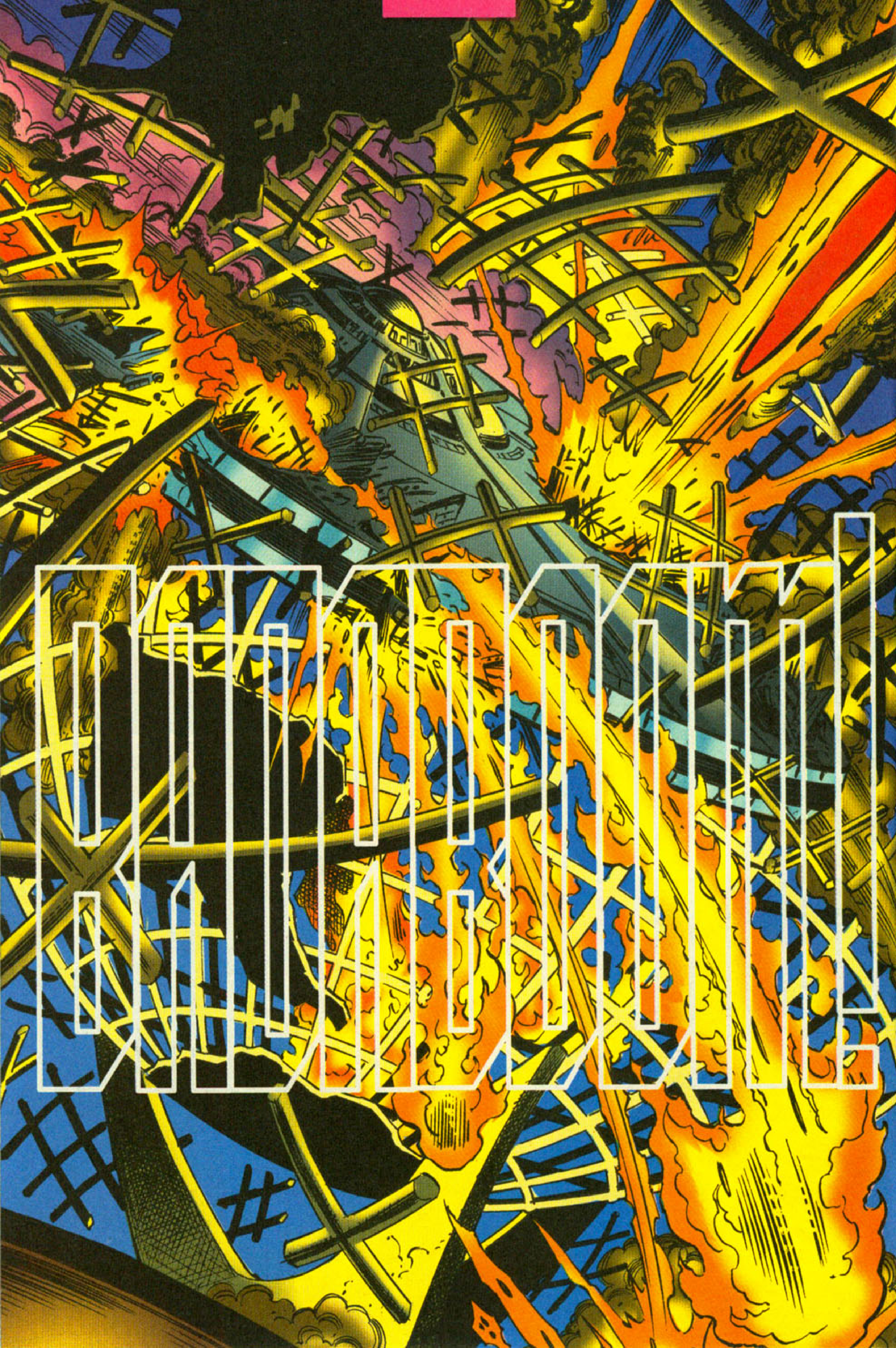

MIB-1
WHADDYA SAY WE BAG US SOME BUG?
YOU'RE TAKING THE TUNNEL?!
YOU KNOW A BETTER WAY TO QUEENS?
IT'S USUALLY JAMMED?!
MIDTOWN TUNNEL
I TOLD YOU!
PUSH THE BUTTON, JAY. AND YOU MAY WANT TO THROW ON A SEAT BELT.
ROOAARRR!
MIB-1

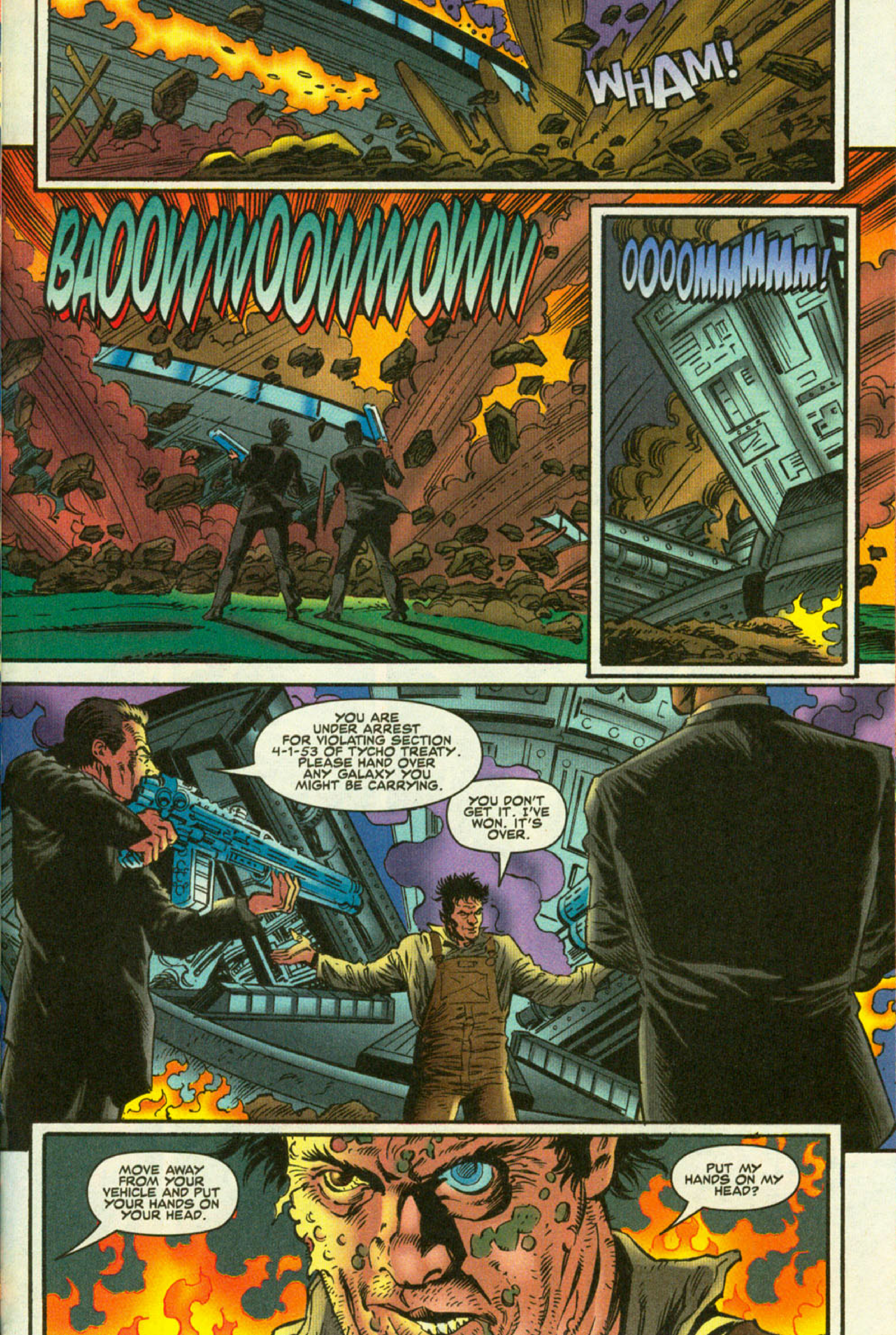

FINKEL
MEATS
EEEYAAAHHH!
THUNK!!

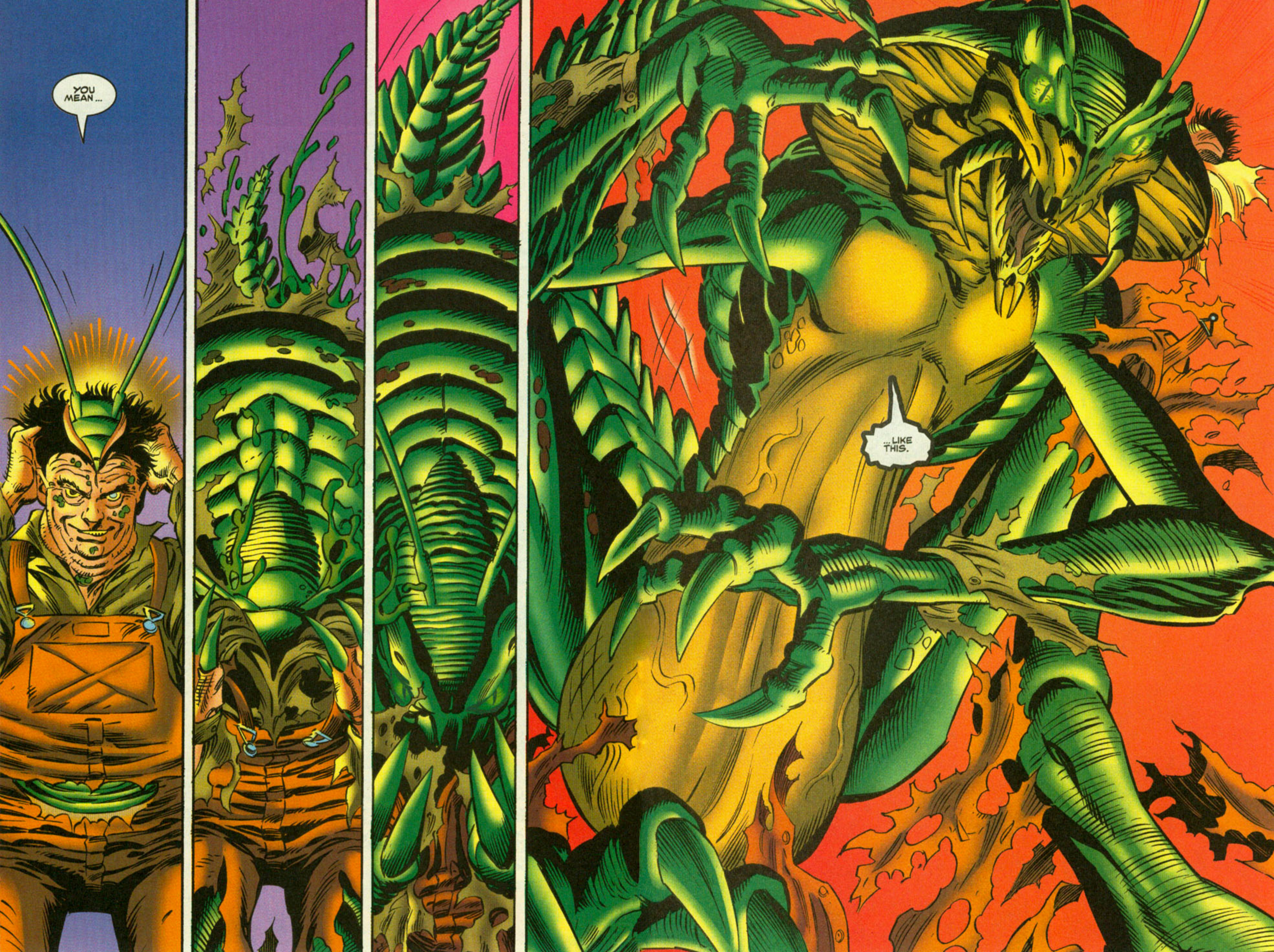

MEANWHILE...
COME ON, LET ME GO. I'M A VERY IMPORTANT PERSON ON MY PLANET. THERE ARE THOSE WHO WORSHIP ME, YES. IT COULD START A WAR.
GOOD. WAR MEANS FOOD FOR MY FAMILY, ALL SEVENTY-EIGHT MILLION OF THEM. THAT'S A LOT OF MOUTHS TO FEED, YOUR HIGHNESS.
WHACK!
YOU'RE A WONDERFUL DAD.
AAARRR-- YOU HUMAN!
EEEEEE!
WHEW!
HMPH!

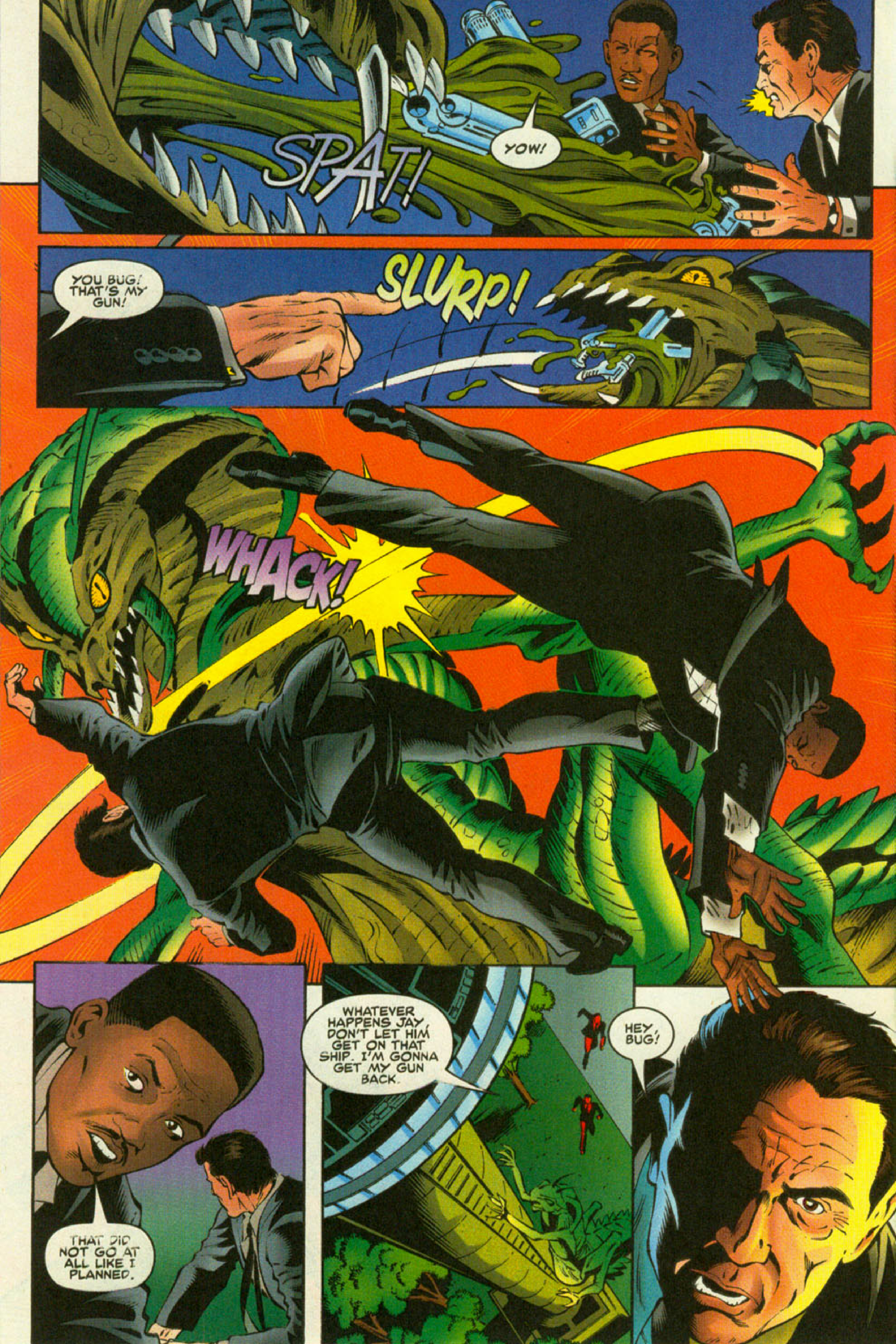

BELOW.
YOU KNOW HOW TO WORK THESE THINGS?
CHA-CHUCK!
NO IDEA WHATSOEVER.
UUUUMMMMMM!

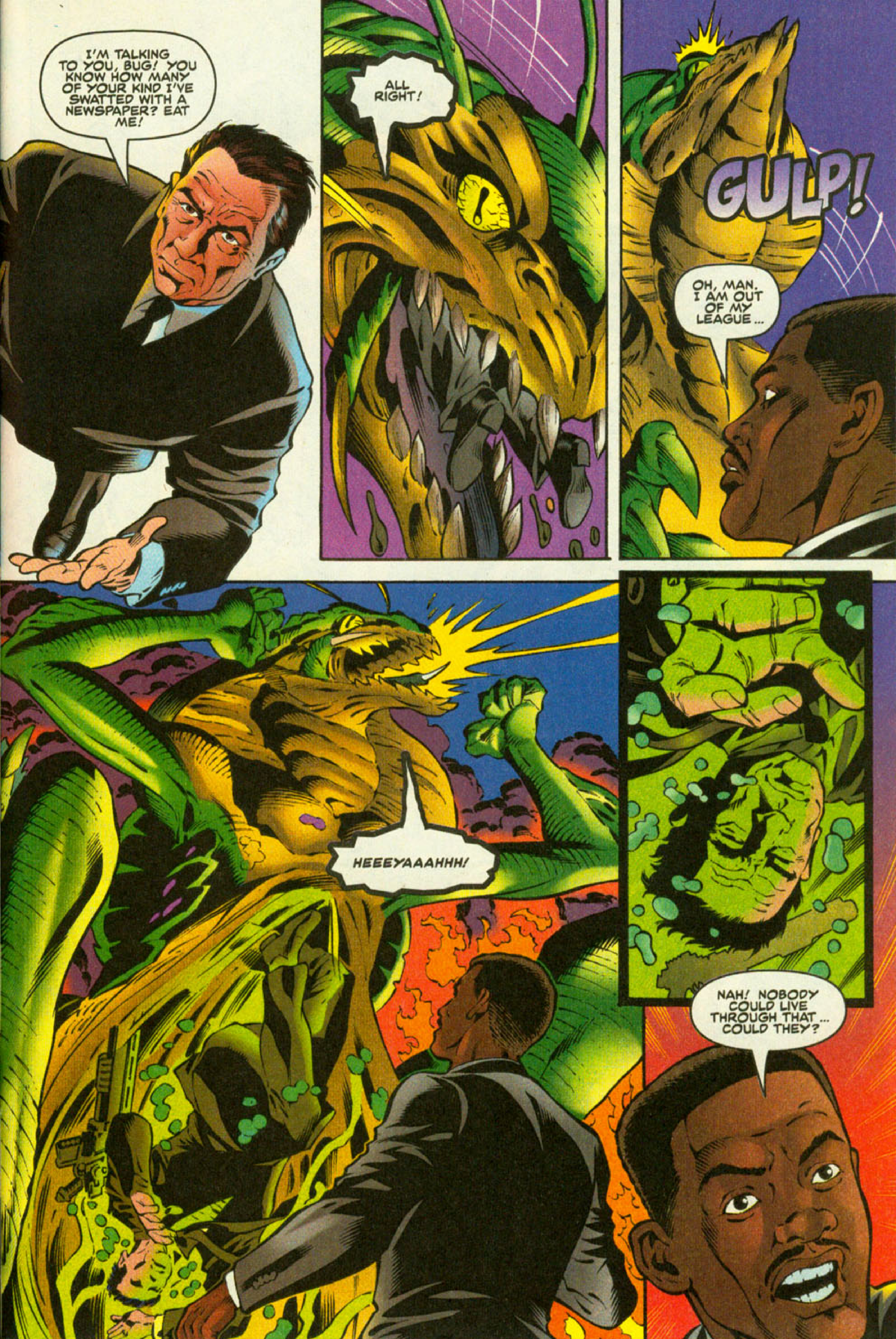

ON THREE. ONE ... TWO ...
ZZZAAAT!
THREE!
SKRAKKABADOOM!
AW, GEEZ!

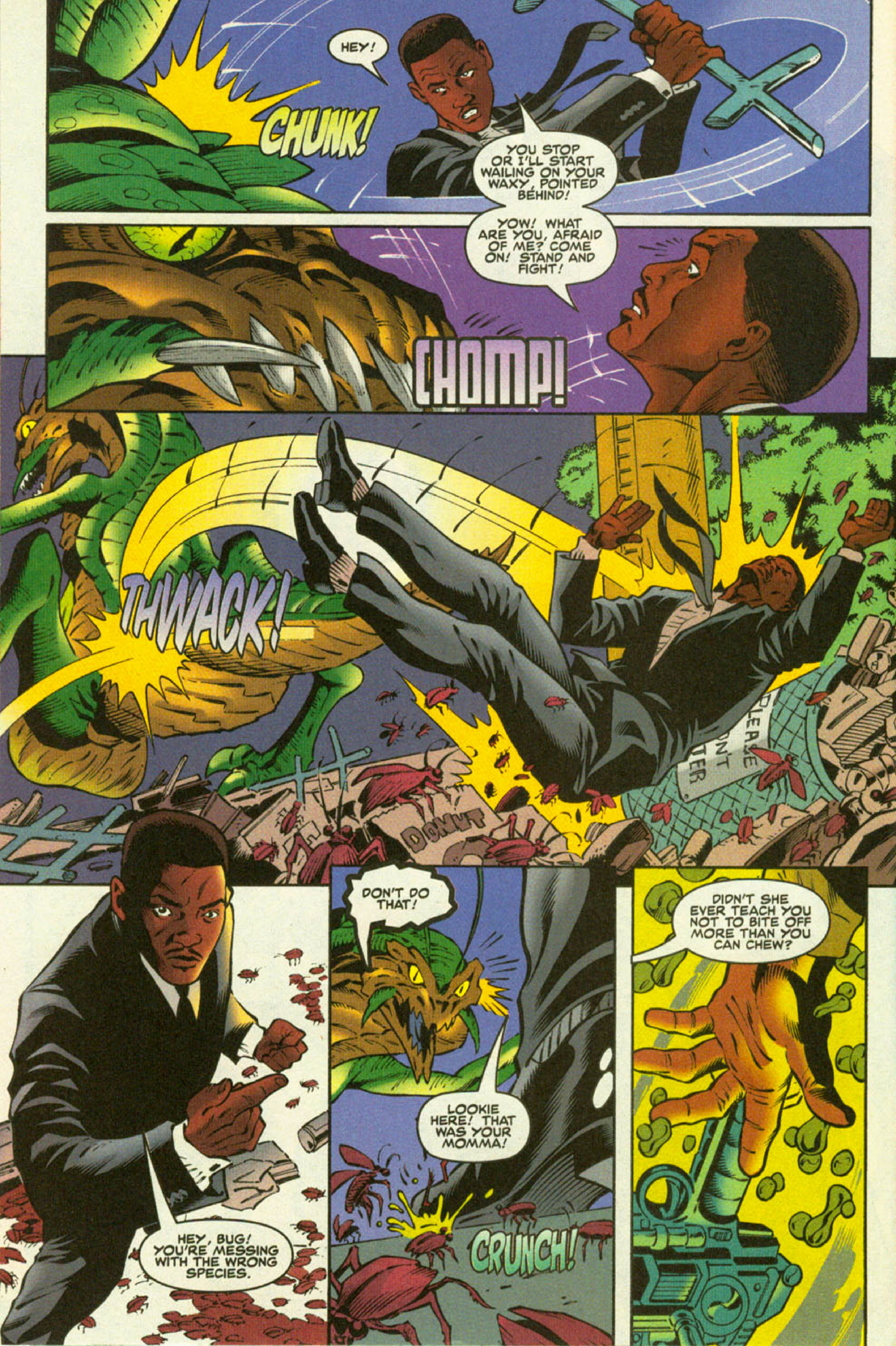

BADABOOM!

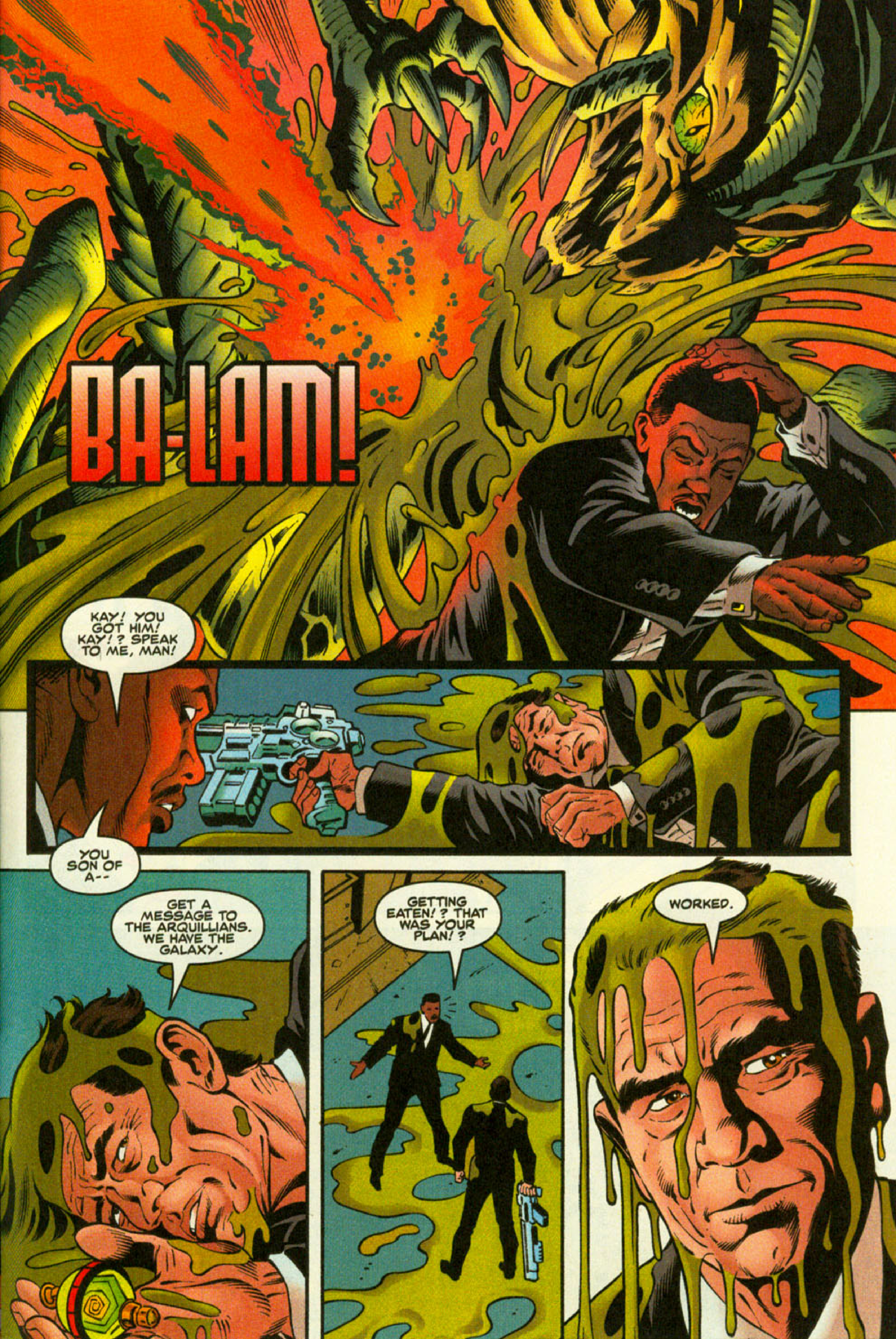

WHAM!
BAOOWWOOWWOWW
OOOOMMMMM!
YOU ARE UNDER ARREST FOR VIOLATING SECTION 4-1-53 OF TYCHO TREATY. PLEASE HAND OVER ANY GALAXY YOU MIGHT BE CARRYING.
YOU DON'T GET IT. I'VE WON. IT'S OVER.
MOVE AWAY FROM YOUR VEHICLE AND PUT YOUR HANDS ON YOUR HEAD.
PUT MY HANDS ON MY HEAD?

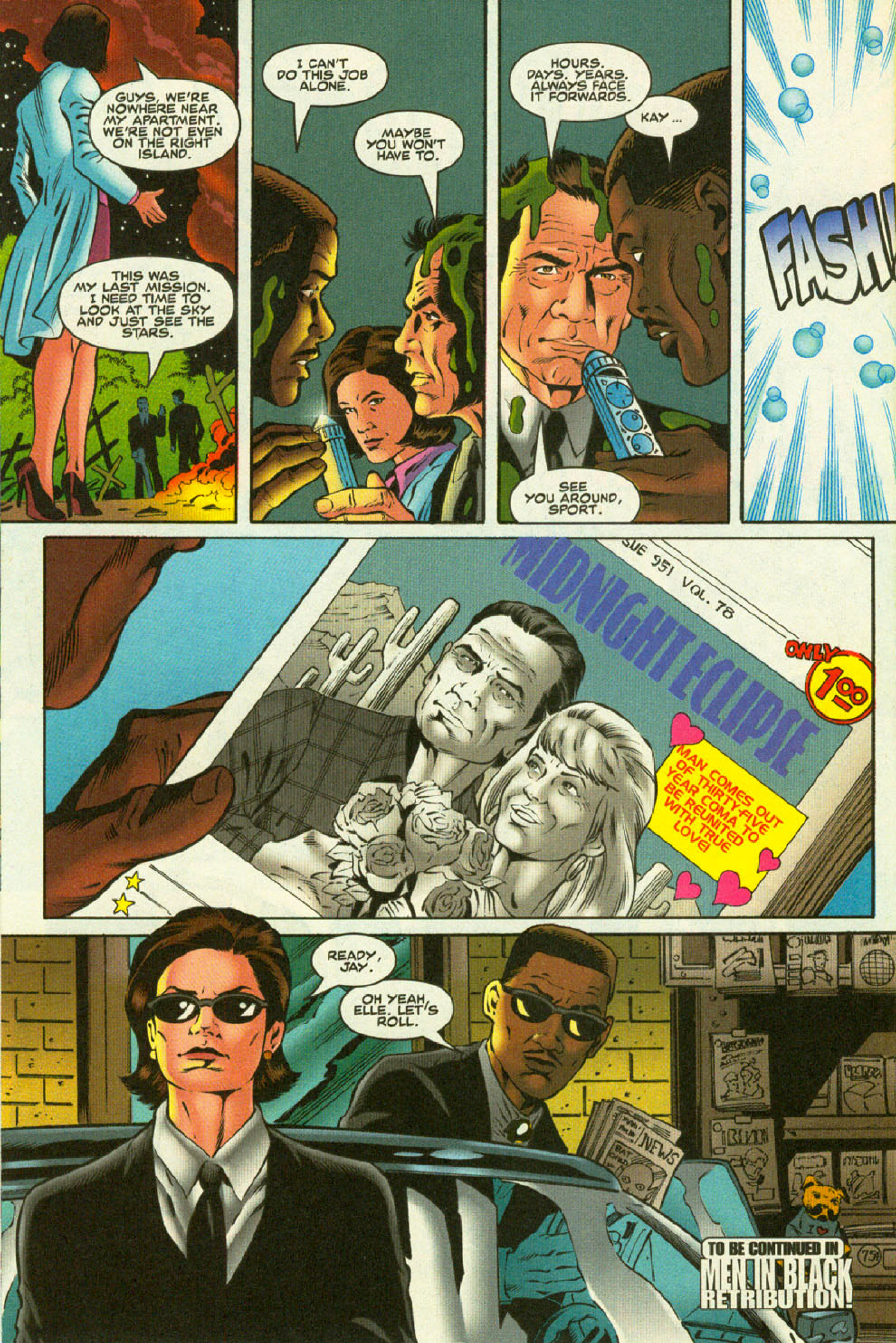

YOU MEAN ...
... LIKE THIS.


SPAT!
YOW!
YOU BUG! THAT'S MY GUN!
SLURP!
WHACK!
THAT DID NOT GO AT ALL LIKE I PLANNED.
WHATEVER HAPPENS JAY, DON'T LET HIM GET ON THAT SHIP. I'M GONNA GET MY GUN BACK.
HEY, BUG!


I'M TALKING TO YOU, BUG! YOU KNOW HOW MANY OF YOUR KIND I'VE SWATTED WITH A NEWSPAPER? EAT ME!
ALL RIGHT!
GULP!
OH, MAN. I AM OUT OF MY LEAGUE ...
HEEEYAAAHHH!
NAH! NOBODY COULD LIVE THROUGH THAT ... COULD THEY?


HEY!
CHUNK!
YOU STOP OR I'LL START WAILING ON YOUR WAXY, POINTED BEHIND!
YOW! WHAT ARE YOU, AFRAID OF ME? COME ON! STAND AND FIGHT!
CHOMP!
THWACK!
PLEASE DON'T ENTER
DONT
HEY, BUG! YOU'RE MESSING WITH THE WRONG SPECIES.
DON'T DO THAT!
LOOKIE HERE! THAT WAS YOUR MOMMA!
CRUNCH!
DIDN'T SHE EVER TEACH YOU NOT TO BITE OFF MORE THAN YOU CAN CHEW?


BA-LAM!
KAY! YOU GOT HIM! KAY!? SPEAK TO ME, MAN!
YOU SON OF A--
GET A MESSAGE TO THE ARQUILLIANS. WE HAVE THE GALAXY.
GETTING EATEN!? THAT WAS YOUR PLAN!?
WORKED.


GUYS, WE'RE NOWHERE NEAR MY APARTMENT. WE'RE NOT EVEN ON THE RIGHT ISLAND.
THIS WAS MY LAST MISSION. I NEED TIME TO LOOK AT THE SKY AND JUST SEE THE STARS.
I CAN'T DO THIS JOB ALONE.
MAYBE YOU WON'T HAVE TO.
HOURS. DAYS. YEARS. ALWAYS FACE IT FORWARDS.
KAY ...
SEE YOU AROUND, SPORT.
FASH!
SUE 951 VOL. 78
MIDNIGHT ECLIPSE
ONLY 1.00
MAN COMES OUT OF THIRTY-FIVE YEAR COMA TO BE REUNITED WITH TRUE LOVE!
READY, JAY.
OH YEAH, ELLE. LET'S ROLL.
NEWS
TO BE CONTINUED IN MEN IN BLACK RETRIBUTION!

MARVEL® COMICS

MIB

MEN IN BLACK™

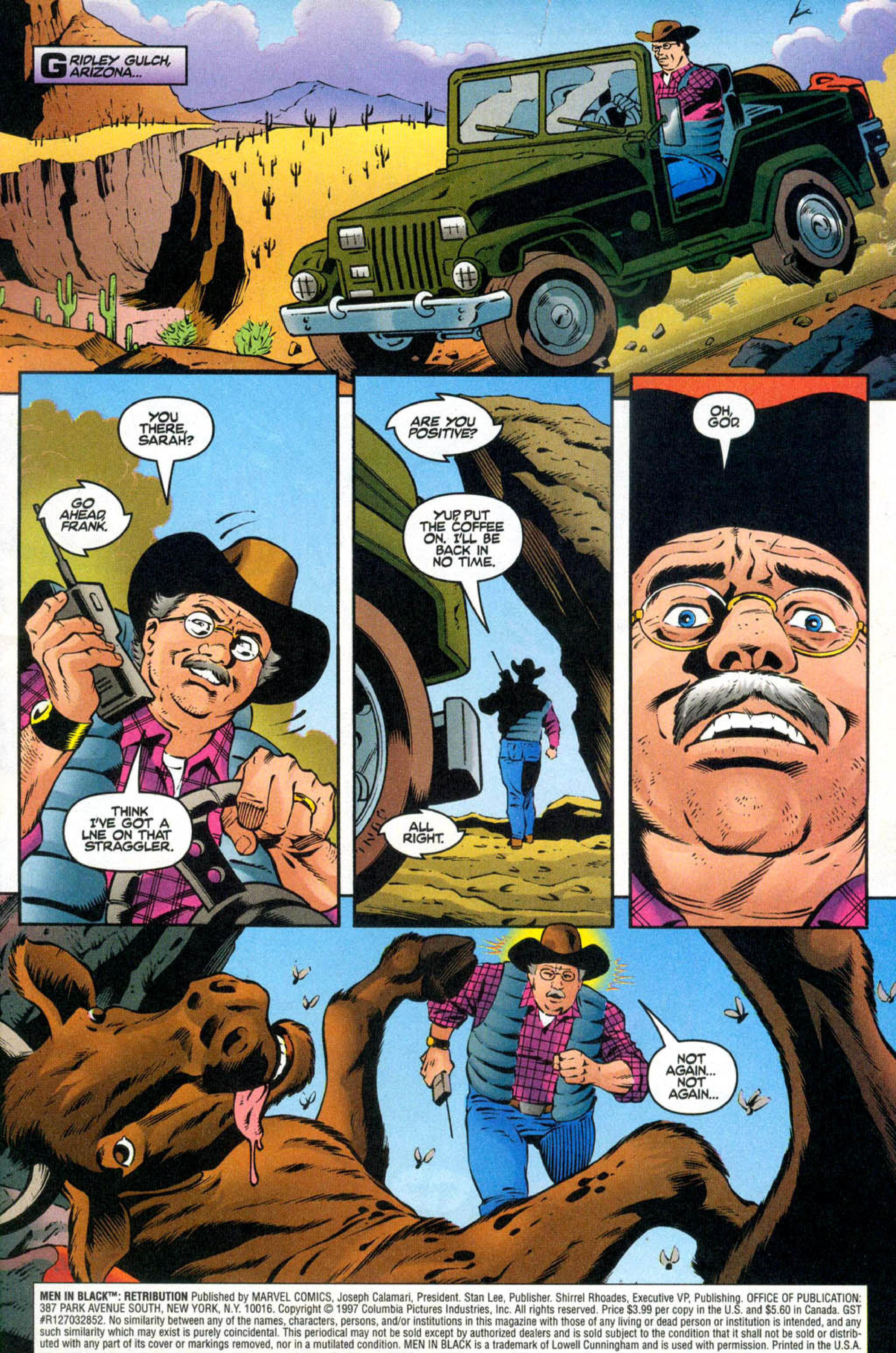
DEC. '97 1

CONTINUING THE ACTION FROM THE HIT MOTION PICTURE!

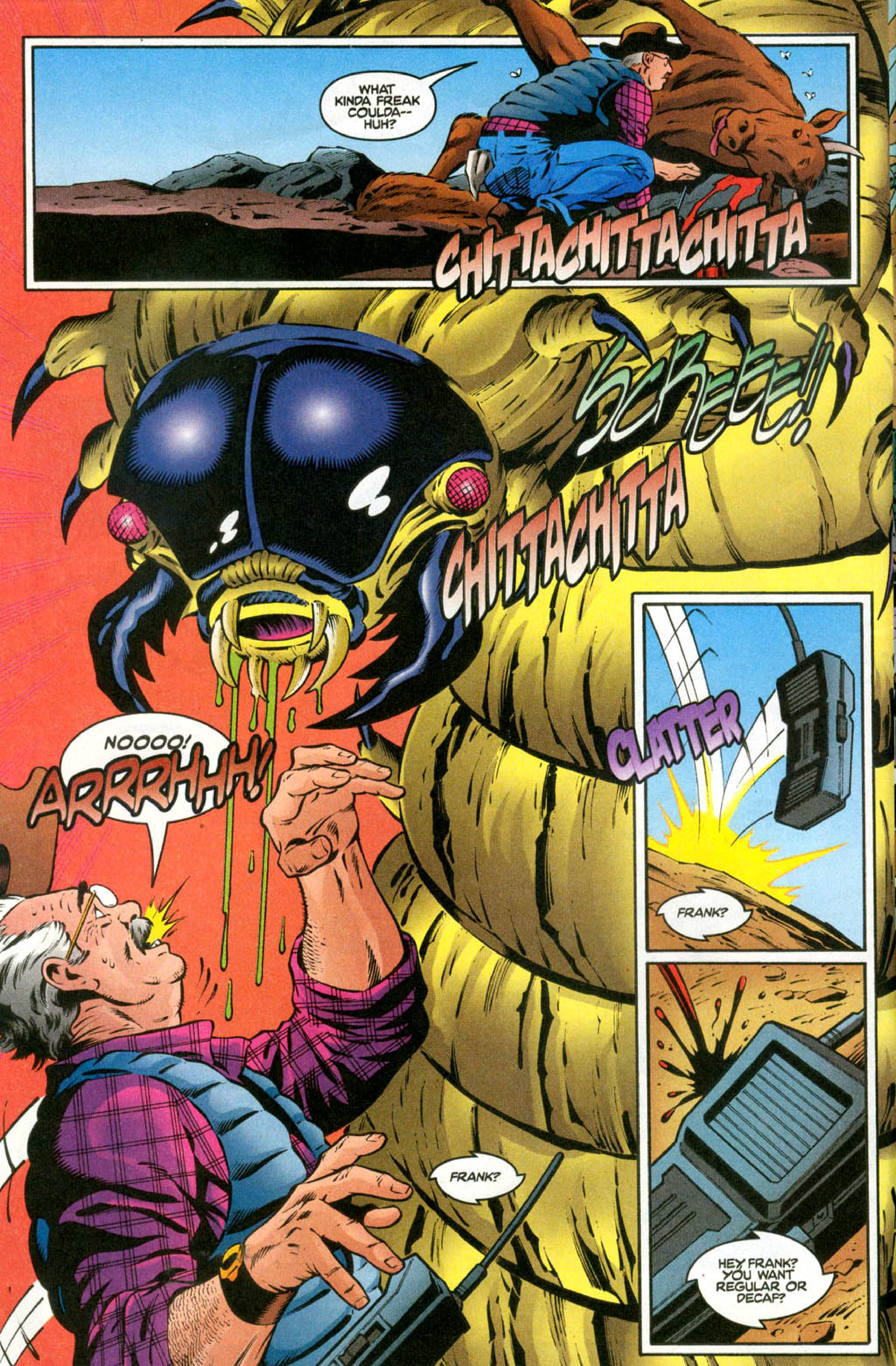
CUNNINGHAM
WHIGHAM
MOY

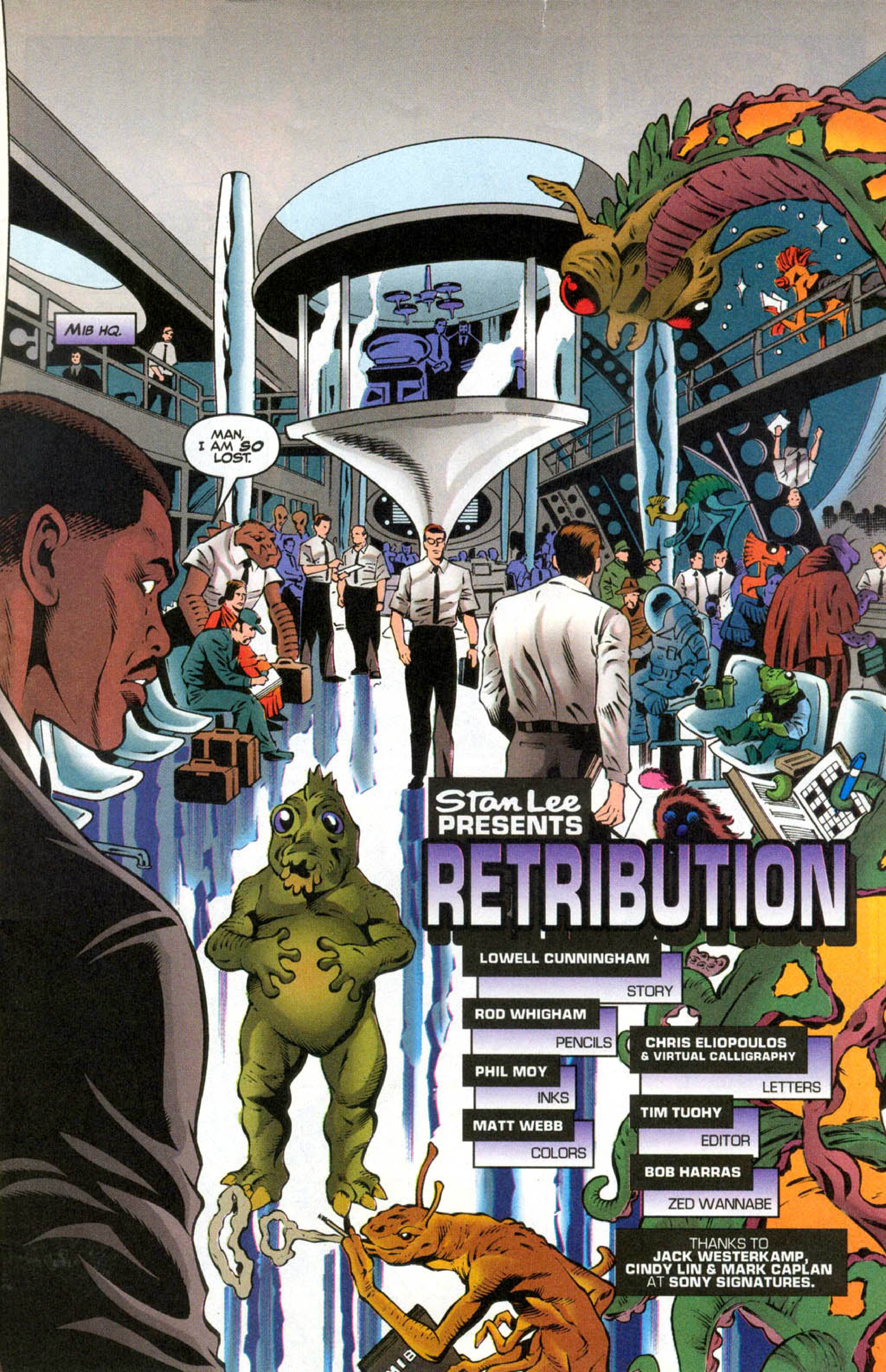
DIRECT EDITION
$3.99 US $5.60 CAN
7 59606 04436 8 00111

RETRIBUTION


GRIDLEY GULCH, ARIZONA...
YOU THERE, SARAH?
GO AHEAD, FRANK.
THINK I'VE GOT A LNE ON THAT STRAGGLER.
ARE YOU POSITIVE?
YUP. PUT THE COFFEE ON. I'LL BE BACK IN NO TIME.
ALL RIGHT.
OH, GOD.
NOT AGAIN... NOT AGAIN...

MEN IN BLACK™: RETRIBUTION Published by MARVEL COMICS, Joseph Calamari, President. Stan Lee, Publisher. Shirrel Rhoades, Executive VP, Publishing. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Copyright © 1997 Columbia Pictures Industries, Inc. All rights reserved. Price $3.99 per copy in the U.S. and $5.60 in Canada. GST #R127032852. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. MEN IN BLACK is a trademark of Lowell Cunningham and is used with permission. Printed in the U.S.A.


WHAT KINDA FREAK COULDA-- HUH?
CHITTACHITTACHITTA
SCREEE!!
CHITTACHITTA
NOOOO! ARRRHHH!
FRANK?
CLATTER
FRANK?
HEY FRANK? YOU WANT REGULAR OR DECAF?

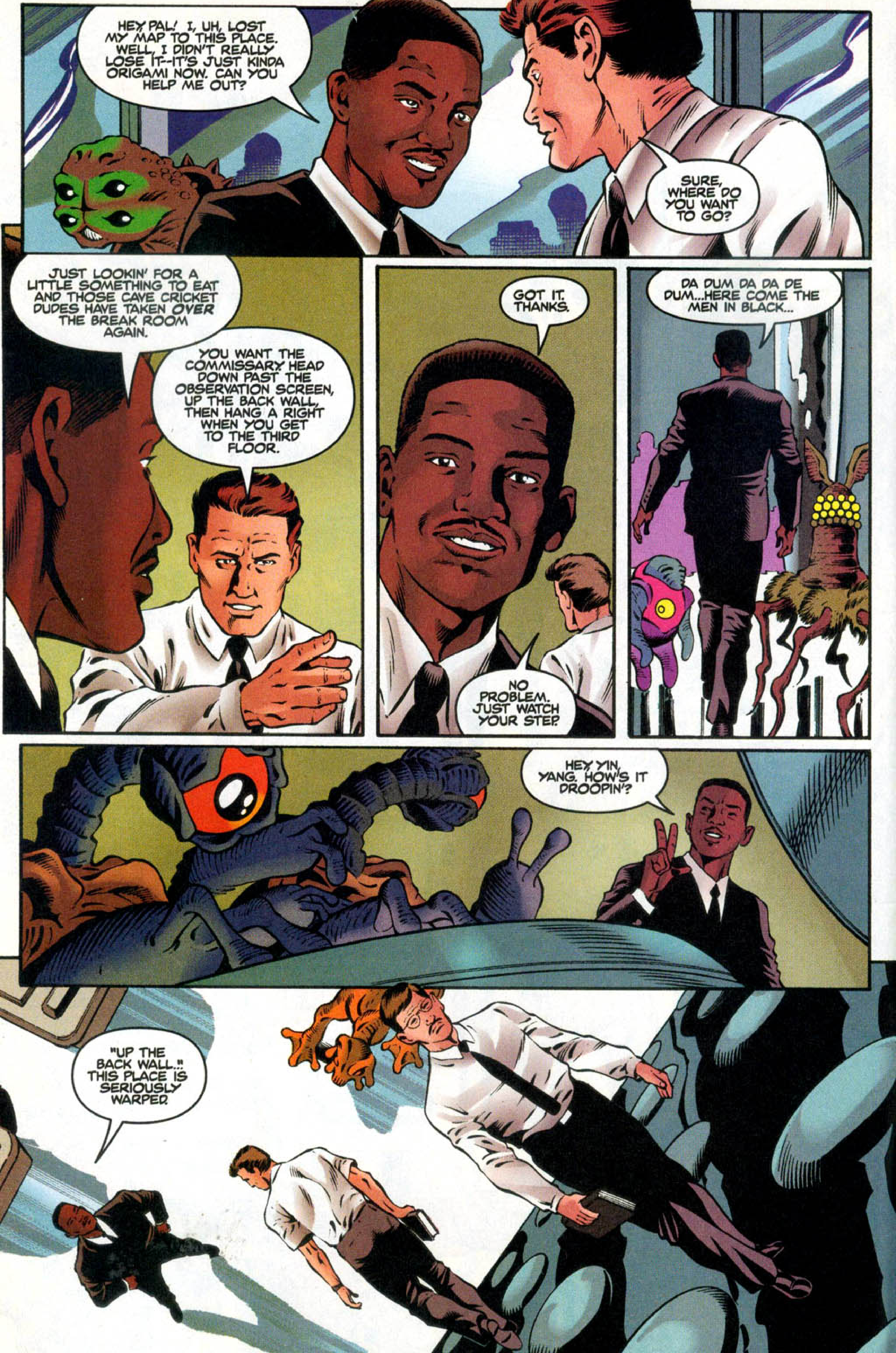

MIB HQ.
MAN, I AM SO LOST.
MIB

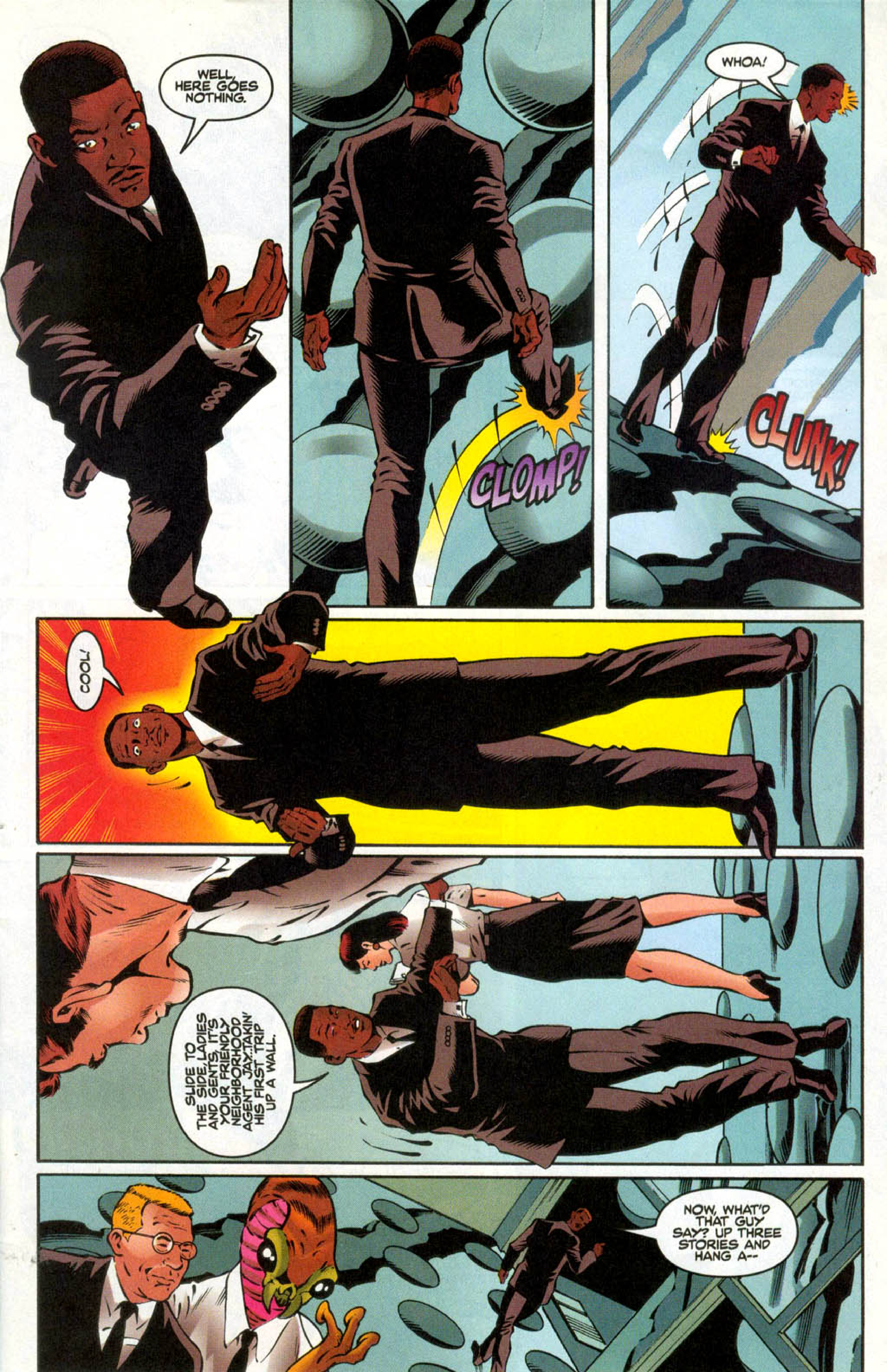
STAN LEE PRESENTS

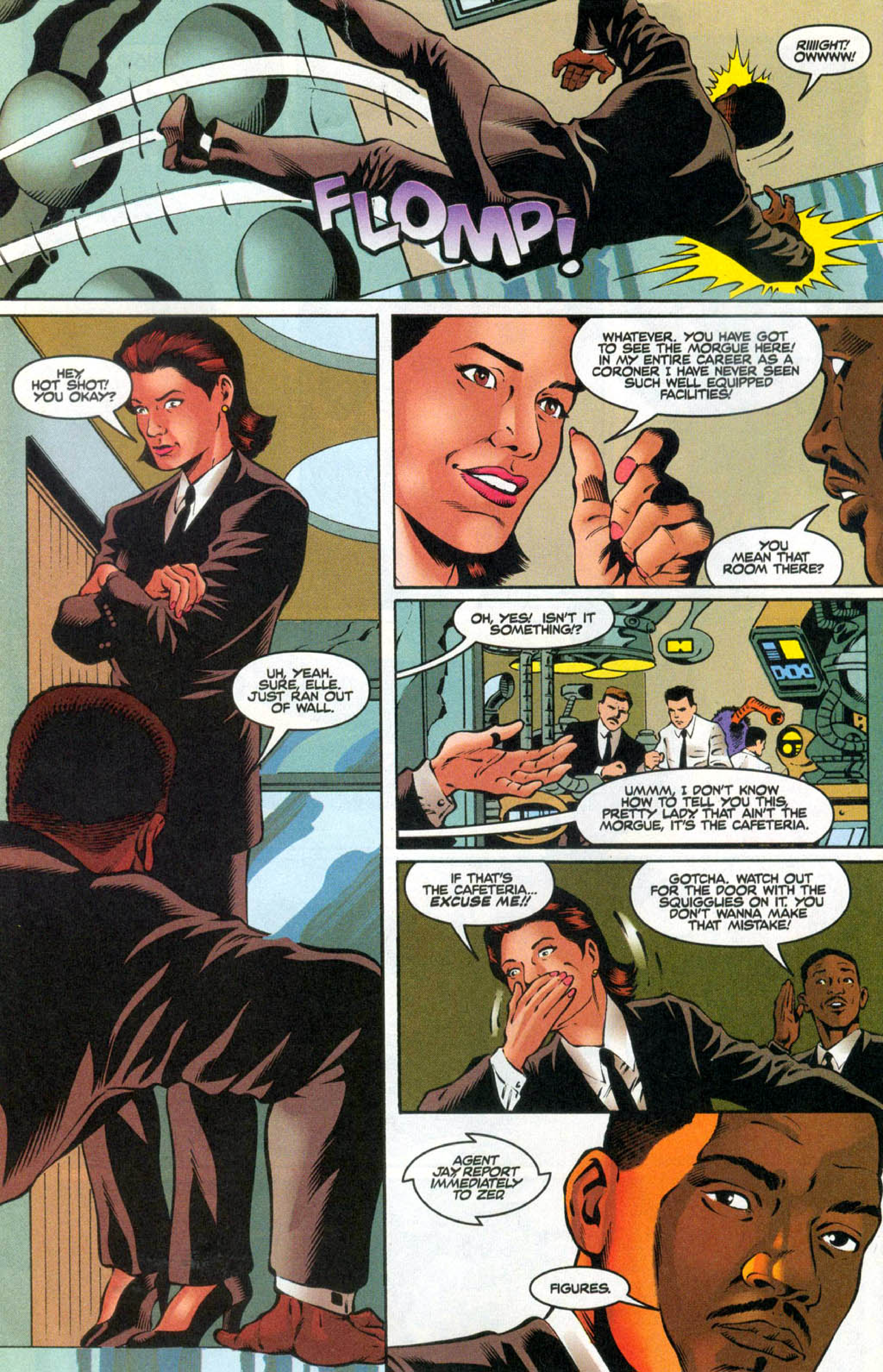
RETRIBUTION

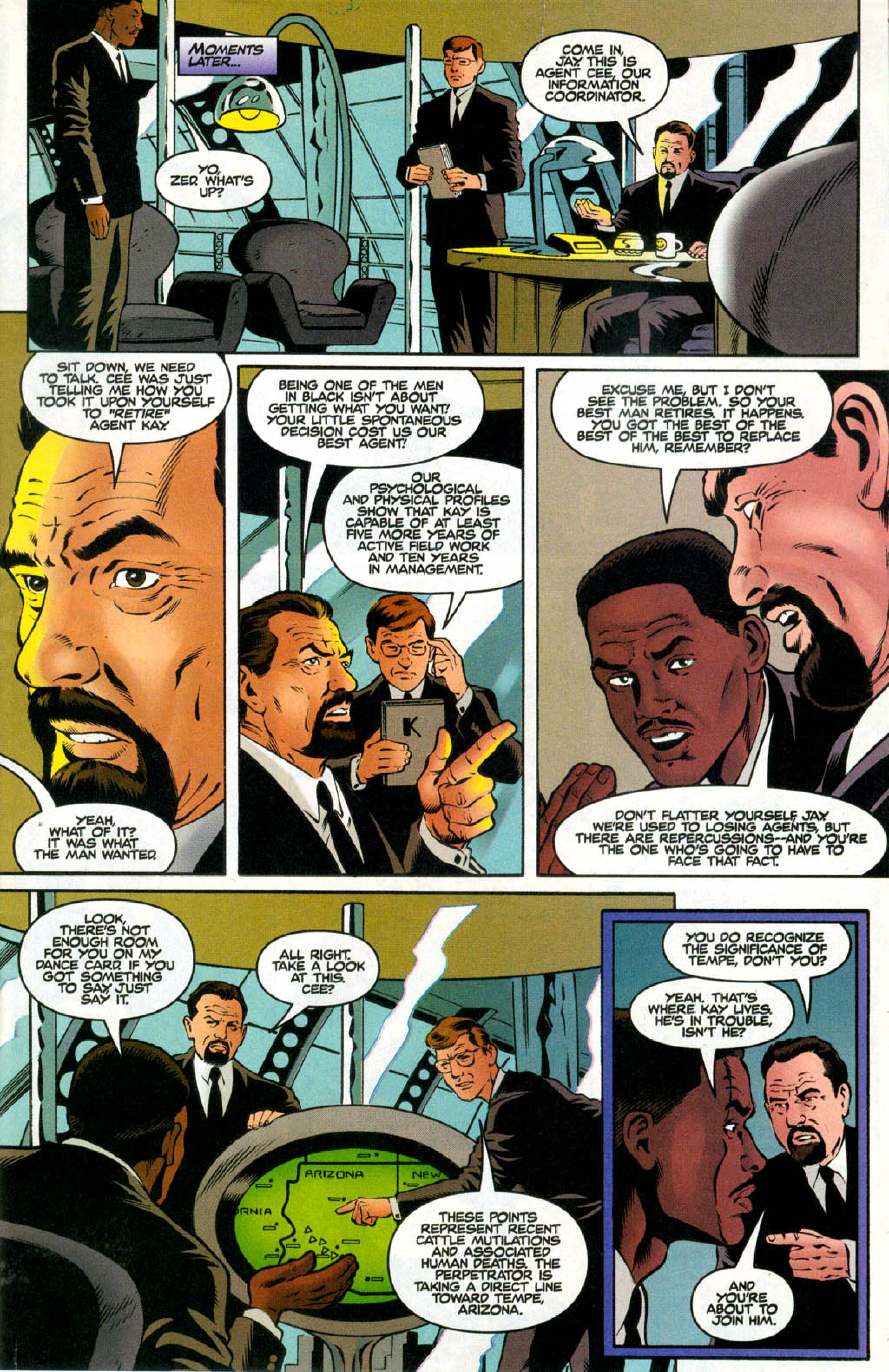
LOWELL CUNNINGHAM STORY
ROD WHIGHAM PENCILS
PHIL MOY INKS
MATT WEBB COLORS
CHRIS ELIOPOULOS & VIRTUAL CALLIGRAPHY LETTERS
TIM TUOHY EDITOR
BOB HARRAS ZED WANNABE

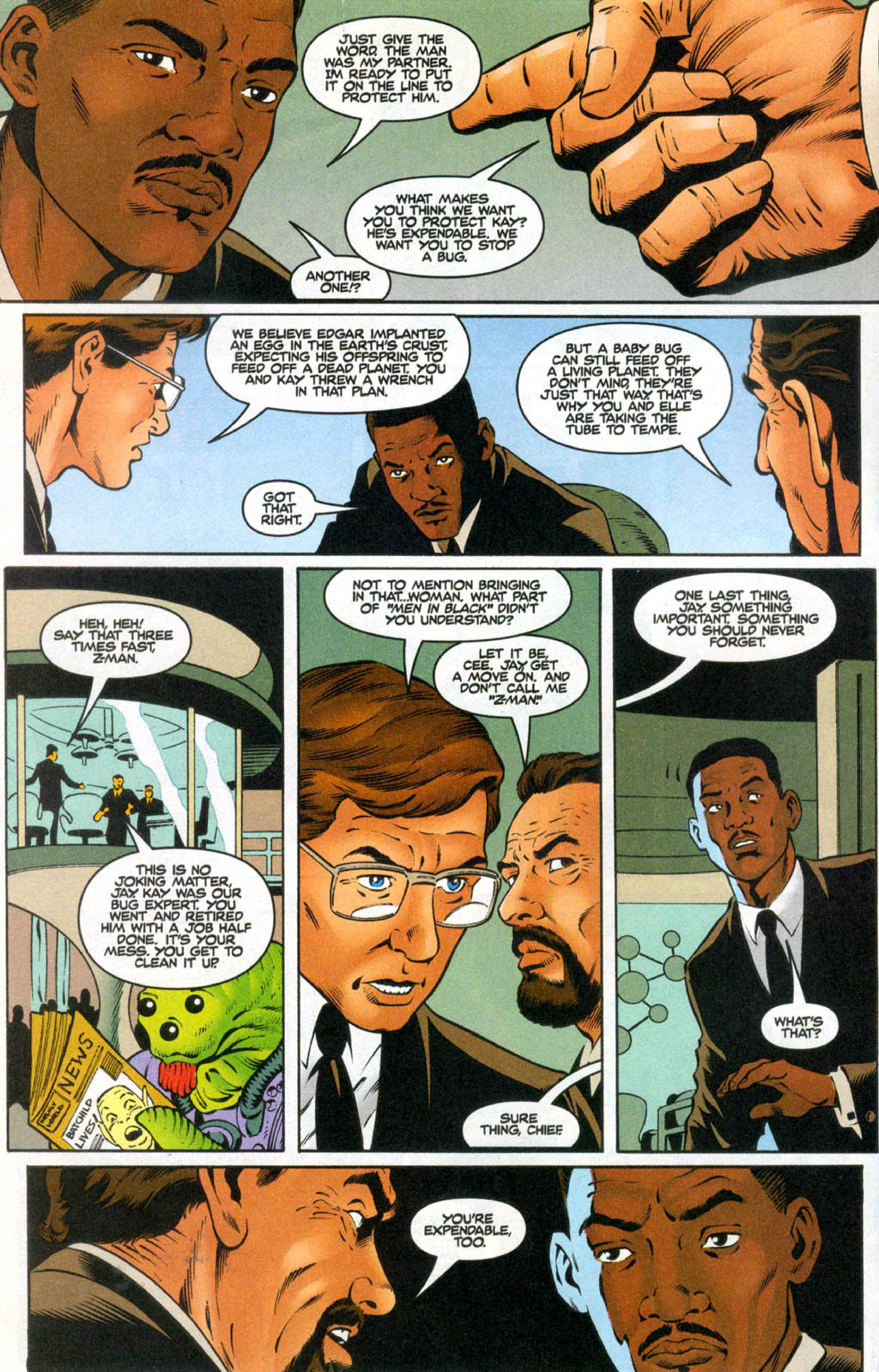
THANKS TO **JACK WESTERKAMP, CINDY LIN & MARK CAPLAN** AT **SONY SIGNATURES.**

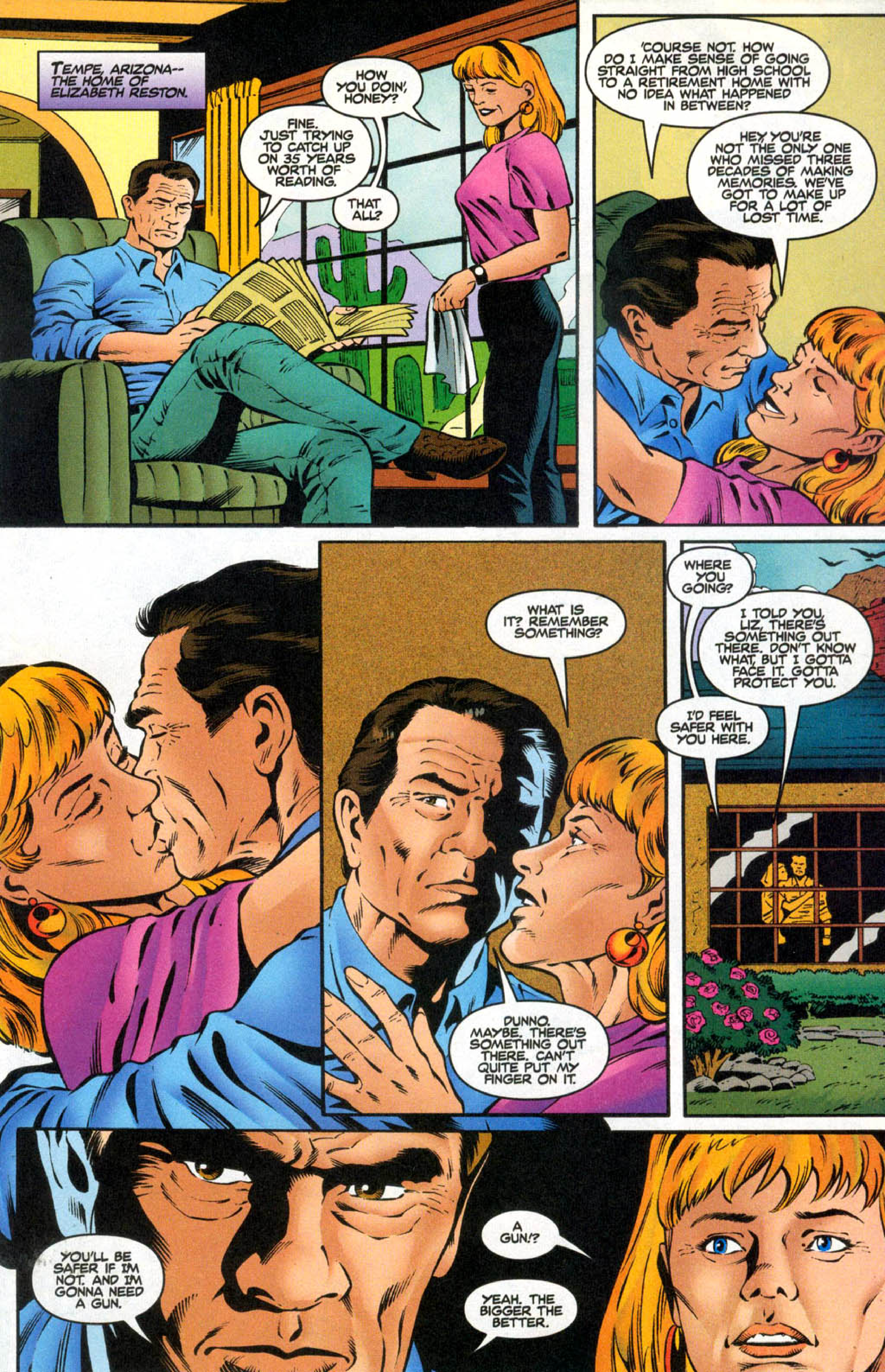

HEY, PAL! I, UH, LOST MY MAP TO THIS PLACE. WELL, I DIDN'T REALLY LOSE IT--IT'S JUST KINDA ORIGAMI NOW. CAN YOU HELP ME OUT?
SURE, WHERE DO YOU WANT TO GO?
JUST LOOKIN' FOR A LITTLE SOMETHING TO EAT AND THOSE CAVE CRICKET DUDES HAVE TAKEN *OVER* THE BREAK ROOM AGAIN.
YOU WANT THE COMMISSARY. HEAD DOWN PAST THE OBSERVATION SCREEN, UP THE BACK WALL, THEN HANG A RIGHT WHEN YOU GET TO THE THIRD FLOOR.
GOT IT. THANKS.
NO PROBLEM. JUST WATCH YOUR STEP.
DA DUM DA DA DE DUM...HERE COME THE MEN IN BLACK...
HEY, YIN, YANG. HOW'S IT DROOPIN'?
"UP THE BACK WALL..." THIS PLACE IS SERIOUSLY WARPED.

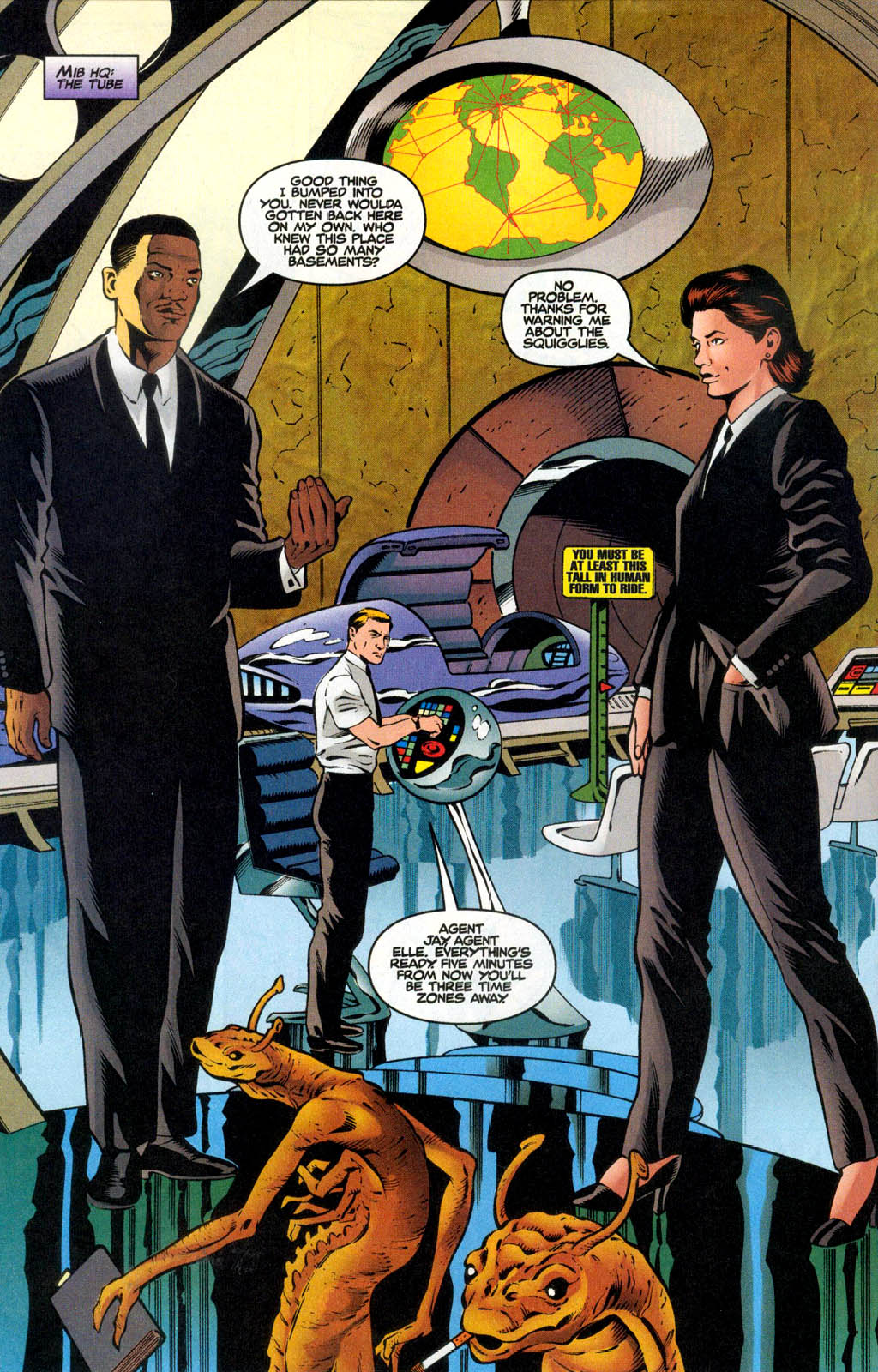

WELL, HERE GOES NOTHING.
CLOMP!
WHOA!
CLUNK!
COOL!
SLIDE TO THE SIDE, LADIES AND GENTS, IT'S YOUR FRIENDLY NEIGHBORHOOD AGENT JAY, TAKIN' HIS FIRST TRIP UP A WALL.
NOW, WHAT'D THAT GUY SAY? UP THREE STORIES AND HANG A--

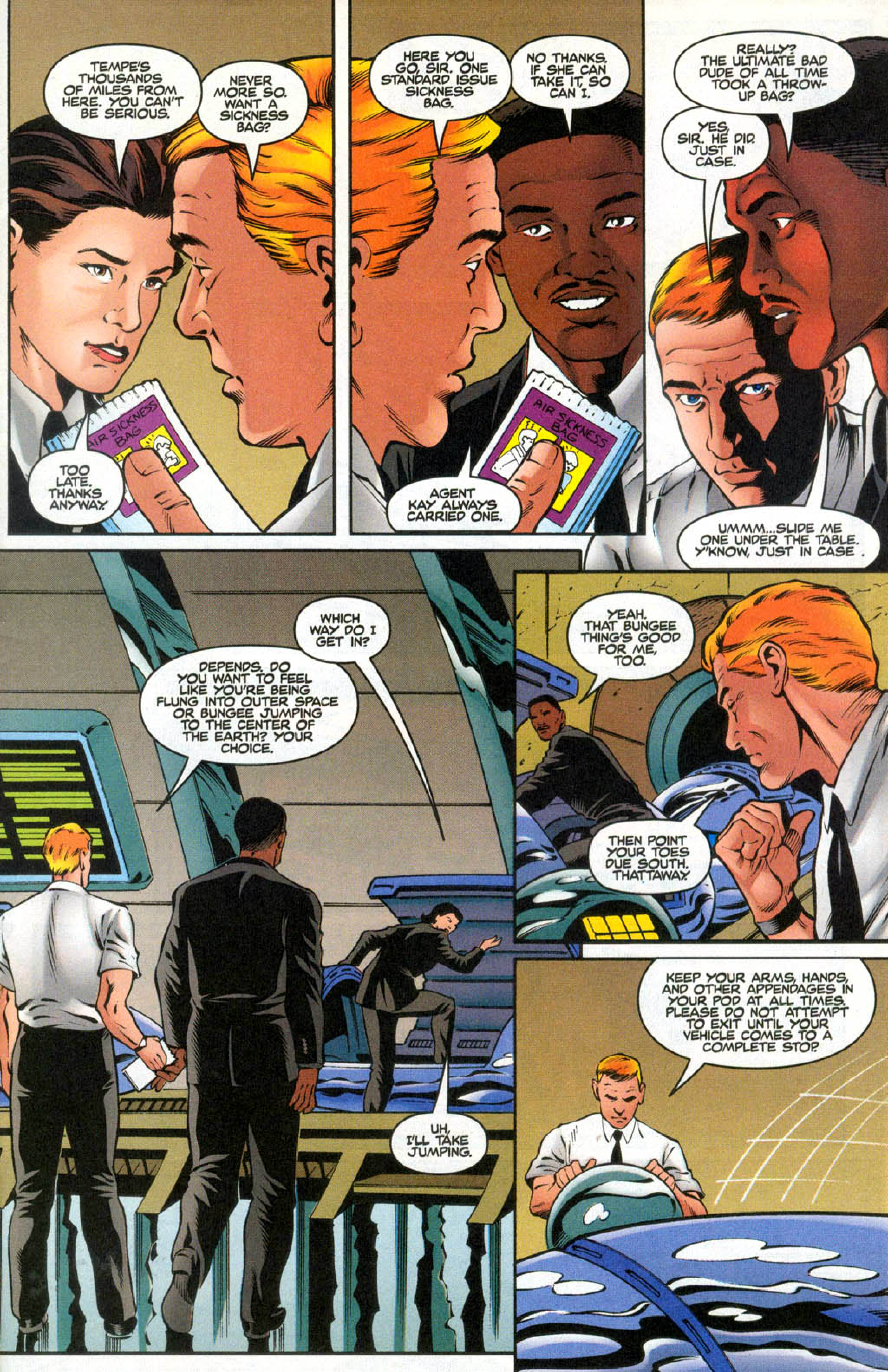

RIIIIGHT! OWWWW!
FLOMP!
HEY, HOT SHOT! YOU OKAY?
UH, YEAH. SURE, ELLE. JUST RAN OUT OF WALL.
WHATEVER. YOU HAVE GOT TO SEE THE MORGUE HERE! IN MY ENTIRE CAREER AS A CORONER I HAVE NEVER SEEN SUCH WELL EQUIPPED FACILITIES!
YOU MEAN THAT ROOM THERE?
OH, YES! ISN'T IT SOMETHING!?
UMMM, I DON'T KNOW HOW TO TELL YOU THIS, PRETTY LADY. THAT AIN'T THE MORGUE, IT'S THE CAFETERIA.
IF THAT'S THE CAFETERIA... EXCUSE ME!!
GOTCHA. WATCH OUT FOR THE DOOR WITH THE SQUIGGLIES ON IT. YOU DON'T WANNA MAKE THAT MISTAKE!
AGENT JAY REPORT IMMEDIATELY TO ZED.
FIGURES.

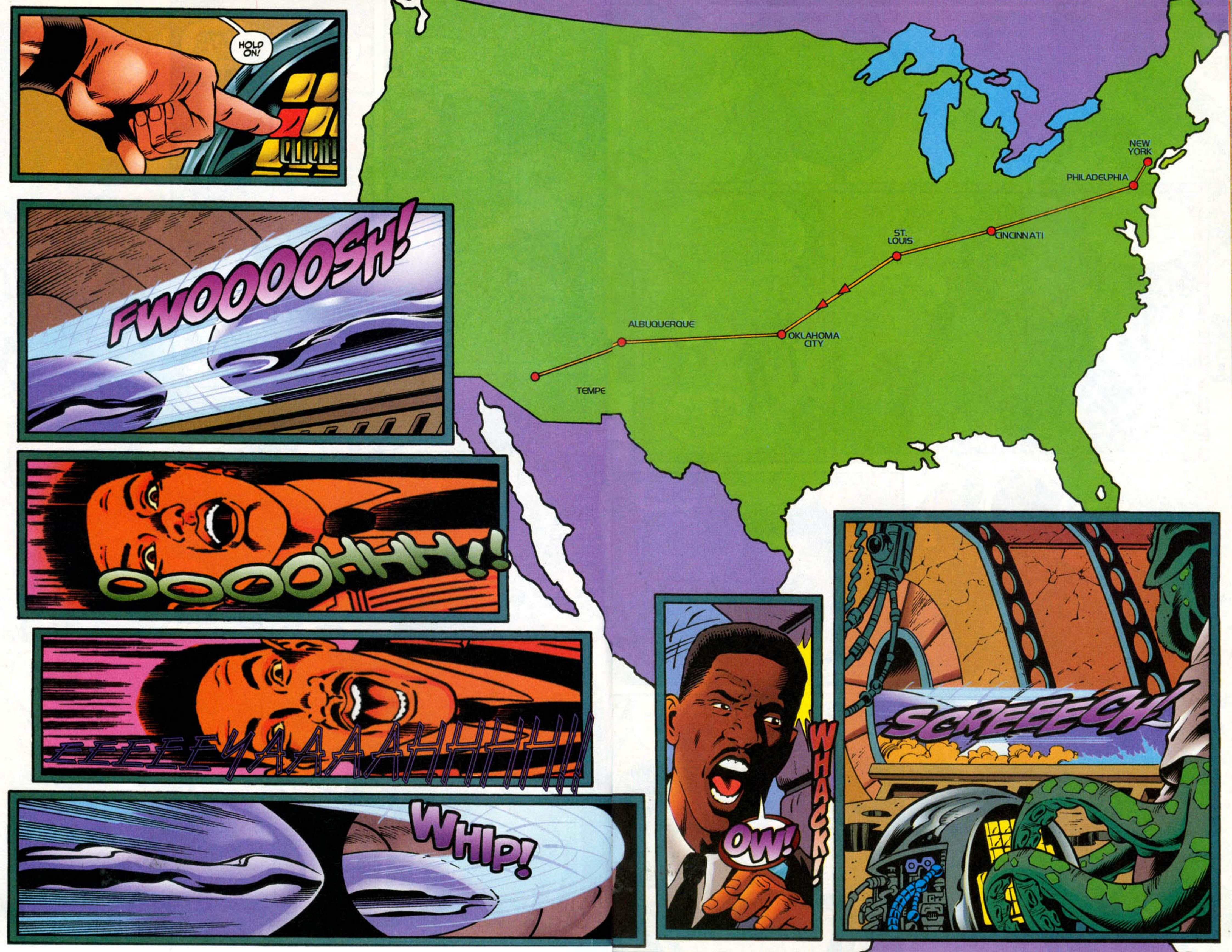

MOMENTS LATER...
COME IN, JAY. THIS IS AGENT CEE, OUR INFORMATION COORDINATOR.
YO, ZED. WHAT'S UP?
SIT DOWN, WE NEED TO TALK. CEE WAS JUST TELLING ME HOW YOU TOOK IT UPON YOURSELF TO "RETIRE" AGENT KAY.
YEAH, WHAT OF IT? IT WAS WHAT THE MAN WANTED.
BEING ONE OF THE MEN IN BLACK ISN'T ABOUT GETTING WHAT YOU WANT! YOUR LITTLE SPONTANEOUS DECISION COST US OUR BEST AGENT!
OUR PSYCHOLOGICAL AND PHYSICAL PROFILES SHOW THAT KAY IS CAPABLE OF AT LEAST FIVE MORE YEARS OF ACTIVE FIELD WORK AND TEN YEARS IN MANAGEMENT.
K
EXCUSE ME, BUT I DON'T SEE THE PROBLEM. SO YOUR BEST MAN RETIRES. IT HAPPENS. YOU GOT THE BEST OF THE BEST OF THE BEST TO REPLACE HIM, REMEMBER?
DON'T FLATTER YOURSELF, JAY. WE'RE USED TO LOSING AGENTS, BUT THERE ARE REPERCUSSIONS--AND YOU'RE THE ONE WHO'S GOING TO HAVE TO FACE THAT FACT.
LOOK, THERE'S NOT ENOUGH ROOM FOR YOU ON MY DANCE CARD. IF YOU GOT SOMETHING TO SAY, JUST SAY IT.
ALL RIGHT. TAKE A LOOK AT THIS. CEE?
ARIZONA
NEW
RNIA
THESE POINTS REPRESENT RECENT CATTLE MUTILATIONS AND ASSOCIATED HUMAN DEATHS. THE PERPETRATOR IS TAKING A DIRECT LINE TOWARD TEMPE, ARIZONA.
YOU DO RECOGNIZE THE SIGNIFICANCE OF TEMPE, DON'T YOU?
YEAH. THAT'S WHERE KAY LIVES. HE'S IN TROUBLE, ISN'T HE?
AND YOU'RE ABOUT TO JOIN HIM.

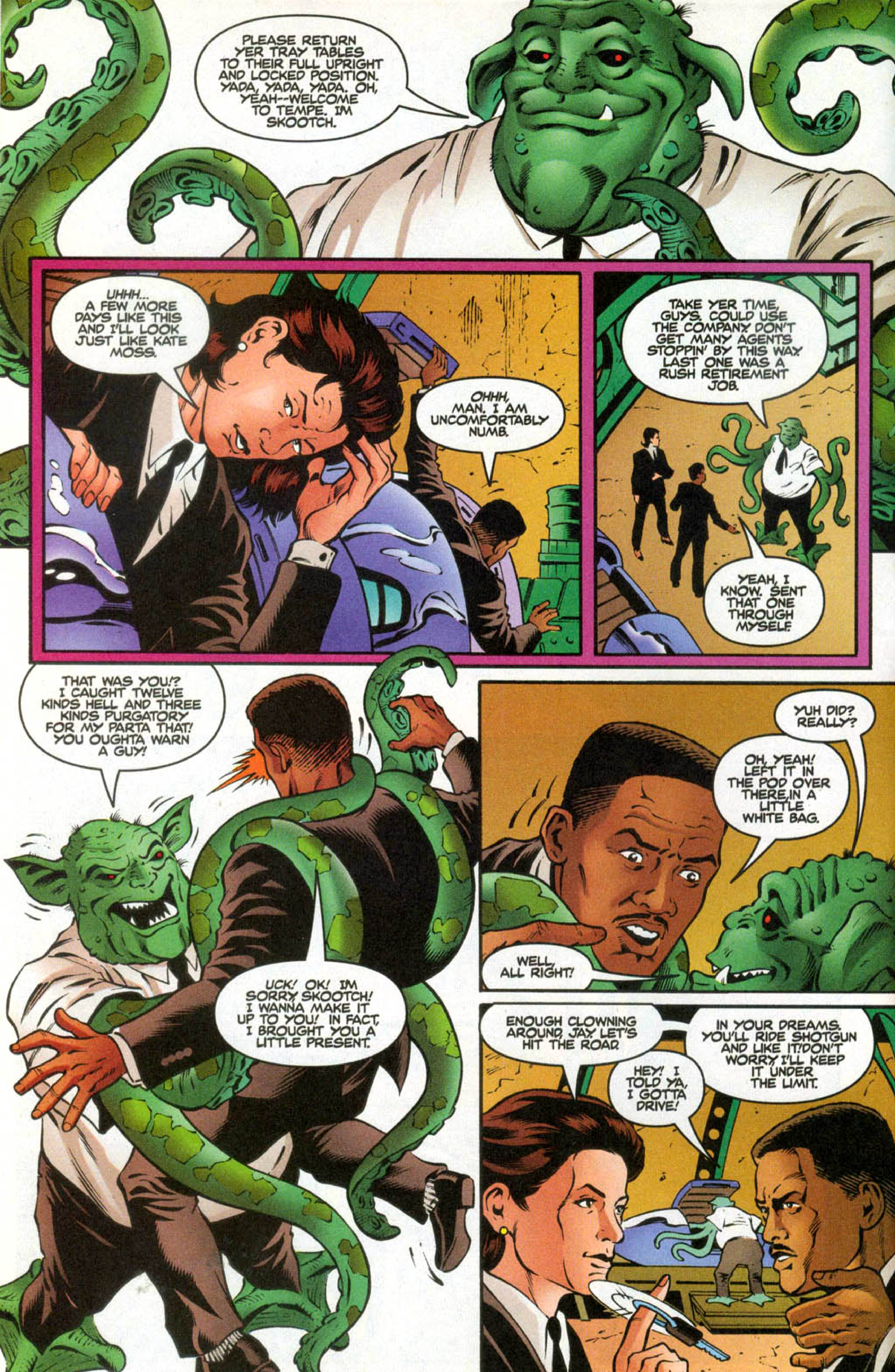

JUST GIVE THE WORD. THE MAN WAS MY PARTNER. I'M READY TO PUT IT ON THE LINE TO PROTECT HIM.
WHAT MAKES YOU THINK WE WANT YOU TO PROTECT KAY? HE'S EXPENDABLE. WE WANT YOU TO STOP A BUG.
ANOTHER ONE!?
WE BELIEVE EDGAR IMPLANTED AN EGG IN THE EARTH'S CRUST, EXPECTING HIS OFFSPRING TO FEED OFF A DEAD PLANET. YOU AND KAY THREW A WRENCH IN THAT PLAN.
GOT THAT RIGHT.
BUT A BABY BUG CAN STILL FEED OFF A LIVING PLANET. THEY DON'T MIND, THEY'RE JUST THAT WAY. THAT'S WHY YOU AND ELLE ARE TAKING THE TUBE TO TEMPE.
HEH, HEH! SAY THAT THREE TIMES FAST, Z-MAN.
THIS IS NO JOKING MATTER, JAY. KAY WAS OUR BUG EXPERT. YOU WENT AND RETIRED HIM WITH A JOB HALF DONE. IT'S YOUR MESS. YOU GET TO CLEAN IT UP.
WEEKLY WORLD NEWS
BATCHILD LIVES!
NOT TO MENTION BRINGING IN THAT...WOMAN. WHAT PART OF "MEN IN BLACK" DIDN'T YOU UNDERSTAND?
LET IT BE, CEE. JAY, GET A MOVE ON. AND DON'T CALL ME "Z-MAN."
SURE THING, CHIEF.
ONE LAST THING, JAY. SOMETHING IMPORTANT. SOMETHING YOU SHOULD NEVER FORGET.
WHAT'S THAT?
YOU'RE EXPENDABLE, TOO.

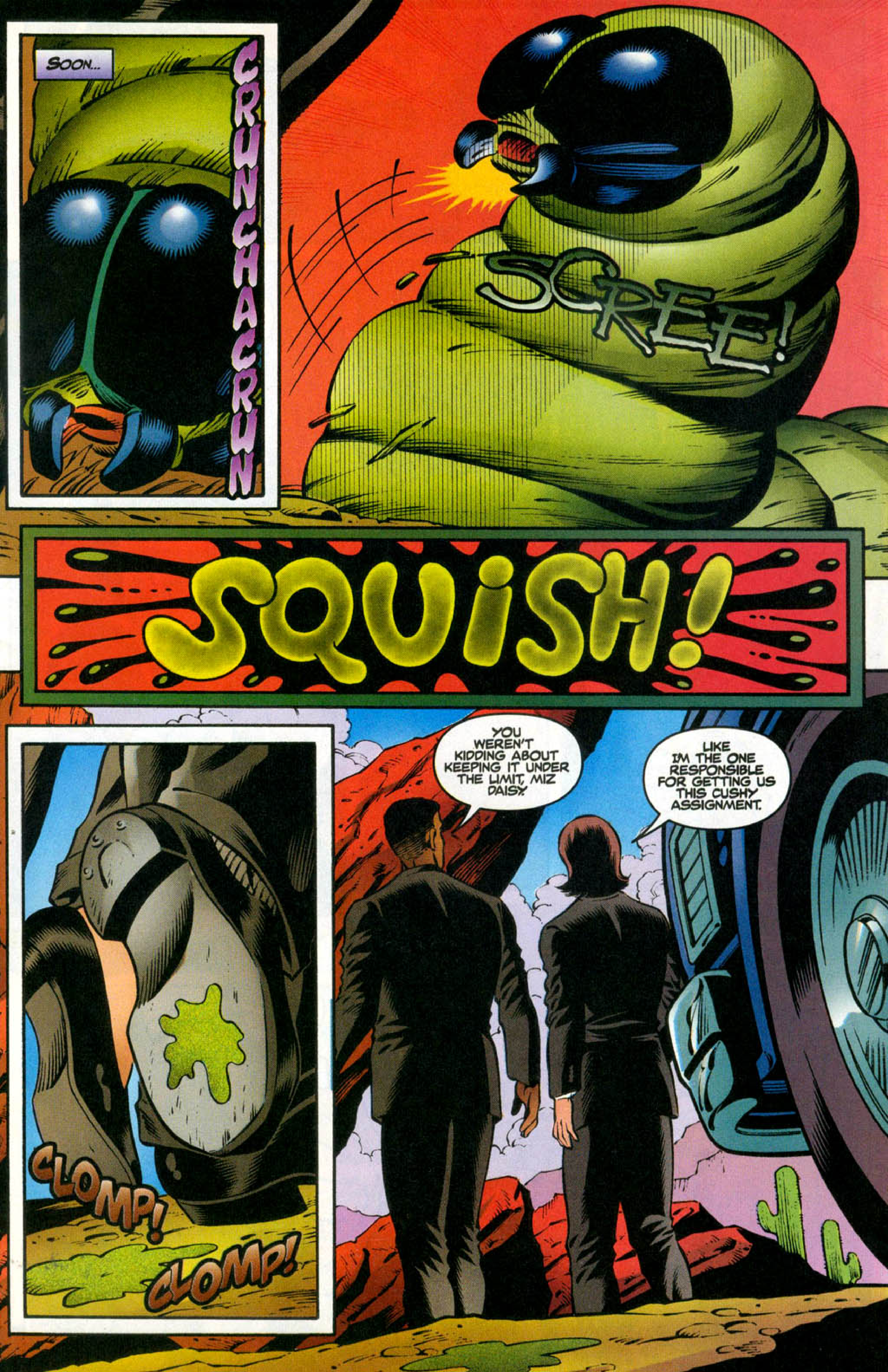

TEMPE, ARIZONA-- THE HOME OF ELIZABETH RESTON.
HOW YOU DOIN', HONEY?
FINE. JUST TRYING TO CATCH UP ON 35 YEARS WORTH OF READING.
THAT ALL?
'COURSE NOT. HOW DO I MAKE SENSE OF GOING STRAIGHT FROM HIGH SCHOOL TO A RETIREMENT HOME WITH NO IDEA WHAT HAPPENED IN BETWEEN?
HEY, YOU'RE NOT THE ONLY ONE WHO MISSED THREE DECADES OF MAKING MEMORIES. WE'VE GOT TO MAKE UP FOR A LOT OF LOST TIME.
WHAT IS IT? REMEMBER SOMETHING?
DUNNO. MAYBE. THERE'S SOMETHING OUT THERE. CAN'T QUITE PUT MY FINGER ON IT.
WHERE YOU GOING?
I TOLD YOU, LIZ, THERE'S SOMETHING OUT THERE. DON'T KNOW WHAT, BUT I GOTTA FACE IT. GOTTA PROTECT YOU.
I'D FEEL SAFER WITH YOU HERE.
YOU'LL BE SAFER IF I'M NOT. AND I'M GONNA NEED A GUN.
A GUN!?
YEAH. THE BIGGER THE BETTER.

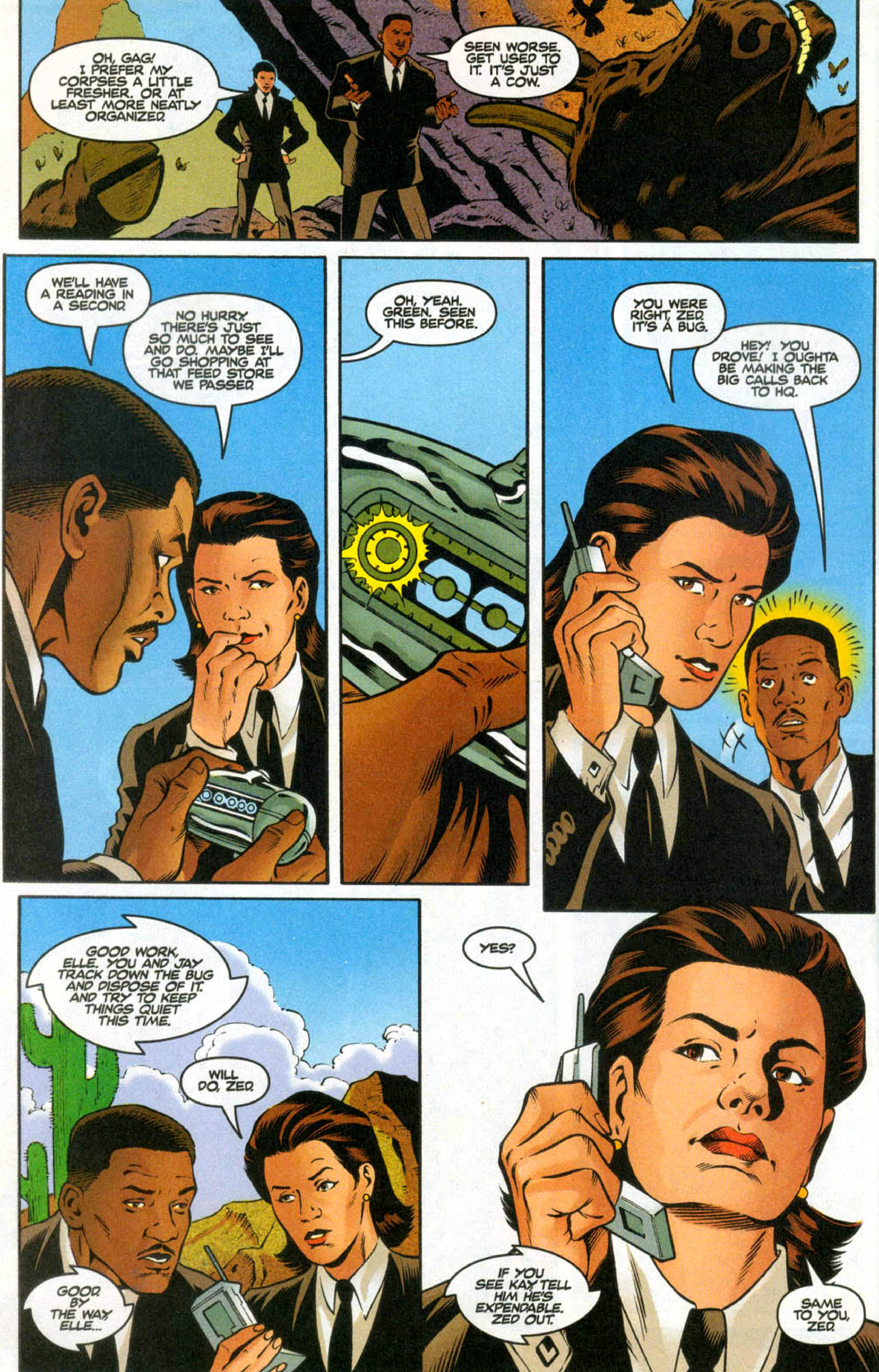

MIB HQ: THE TUBE
GOOD THING I BUMPED INTO YOU. NEVER WOULDA GOTTEN BACK HERE ON MY OWN. WHO KNEW THIS PLACE HAD SO MANY BASEMENTS?
NO PROBLEM. THANKS FOR WARNING ME ABOUT THE SQUIGGLIES.
YOU MUST BE AT LEAST THIS TALL IN HUMAN FORM TO RIDE.
AGENT JAY. AGENT ELLE. EVERYTHING'S READY. FIVE MINUTES FROM NOW YOU'LL BE THREE TIME ZONES AWAY.

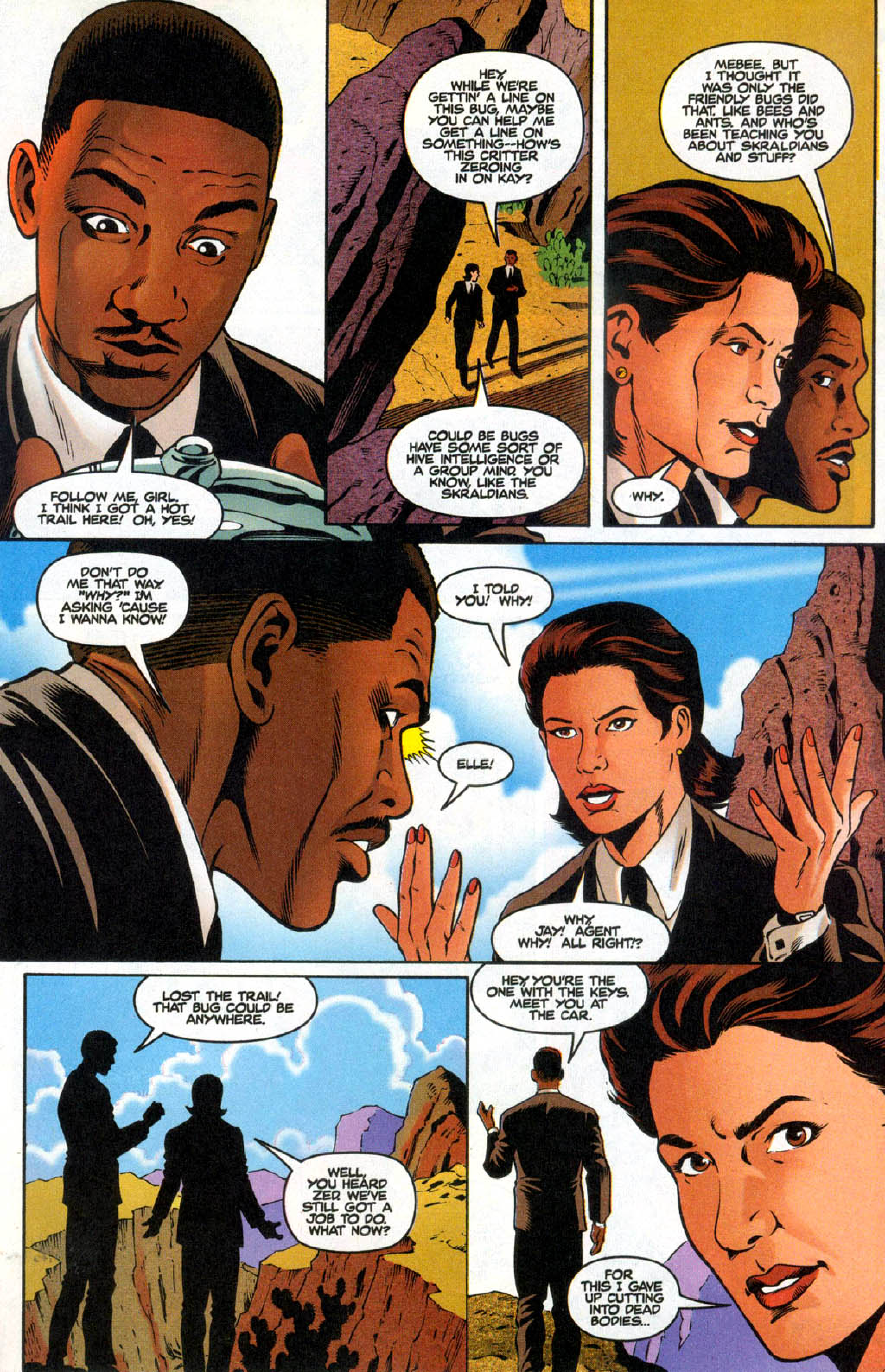

TEMPE'S THOUSANDS OF MILES FROM HERE. YOU CAN'T BE SERIOUS.
NEVER MORE SO. WANT A SICKNESS BAG?
AIR SICKNESS BAG
TOO LATE. THANKS ANYWAY.
HERE YOU GO, SIR. ONE STANDARD ISSUE SICKNESS BAG.
NO THANKS. IF SHE CAN TAKE IT, SO CAN I.
AIR SICKNESS BAG
AGENT KAY ALWAYS CARRIED ONE.
REALLY? THE ULTIMATE BAD DUDE OF ALL TIME TOOK A THROW-UP BAG?
YES, SIR. HE DID. JUST IN CASE.
UMMM...SLIDE ME ONE UNDER THE TABLE. Y'KNOW, JUST IN CASE.
WHICH WAY DO I GET IN?
DEPENDS. DO YOU WANT TO FEEL LIKE YOU'RE BEING FLUNG INTO OUTER SPACE OR BUNGEE JUMPING TO THE CENTER OF THE EARTH? YOUR CHOICE.
UH, I'LL TAKE JUMPING.
YEAH. THAT BUNGEE THING'S GOOD FOR ME, TOO.
THEN POINT YOUR TOES DUE SOUTH. THATTAWAY.
KEEP YOUR ARMS, HANDS, AND OTHER APPENDAGES IN YOUR POD AT ALL TIMES. PLEASE DO NOT ATTEMPT TO EXIT UNTIL YOUR VEHICLE COMES TO A COMPLETE STOP.

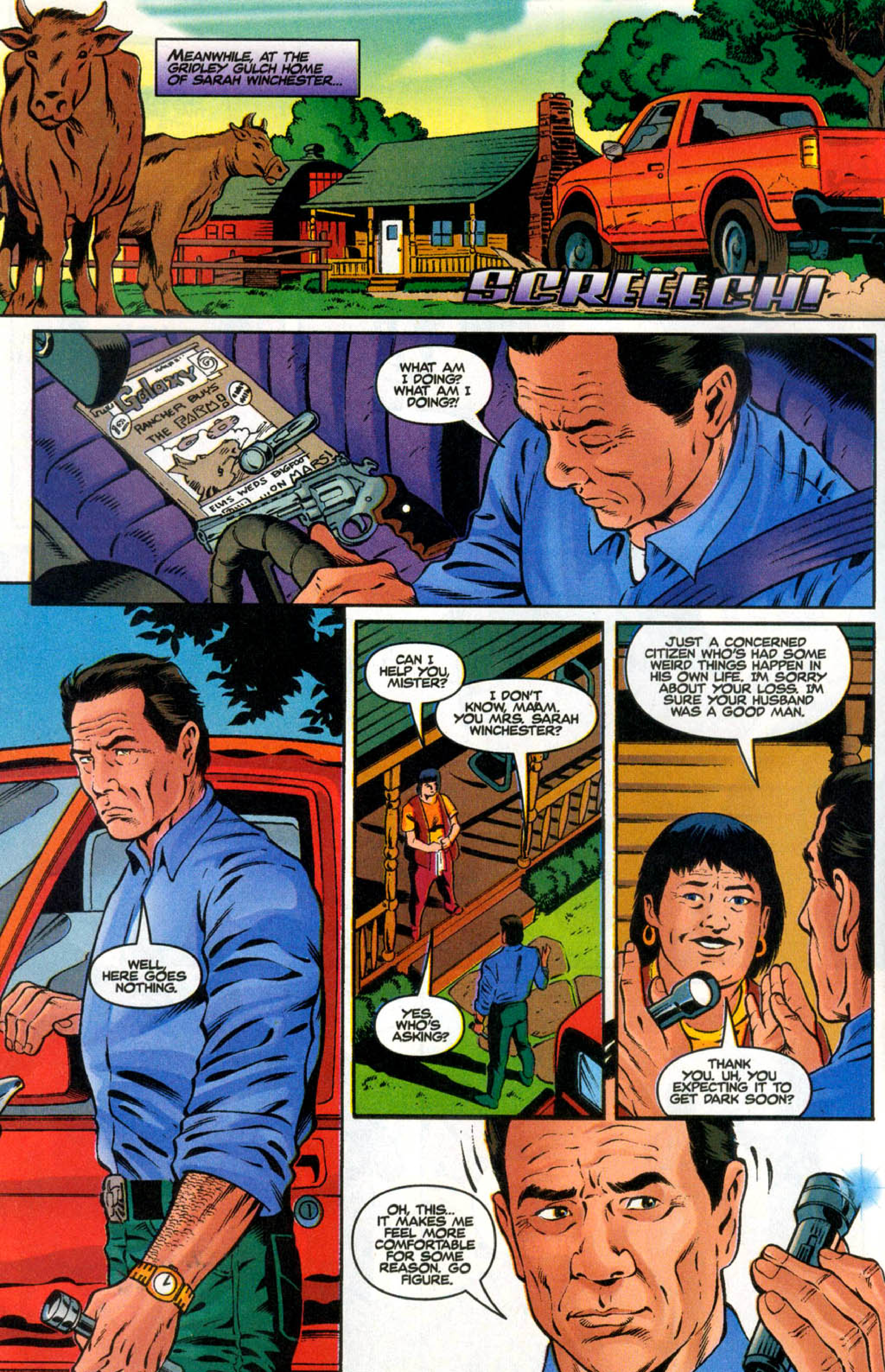

HOLD ON!
CLICK!
FWOOOOOSH!
OOOOOHHH!!
EEEEEEYAAAAAHHHHHHH!!
WHIP!
NEW YORK
PHILADELPHIA
CINCINNATI
ST. LOUIS
OKLAHOMA CITY
ALBUQUERQUE
TEMPE
OW!
WHACK!
SCREEEECH!

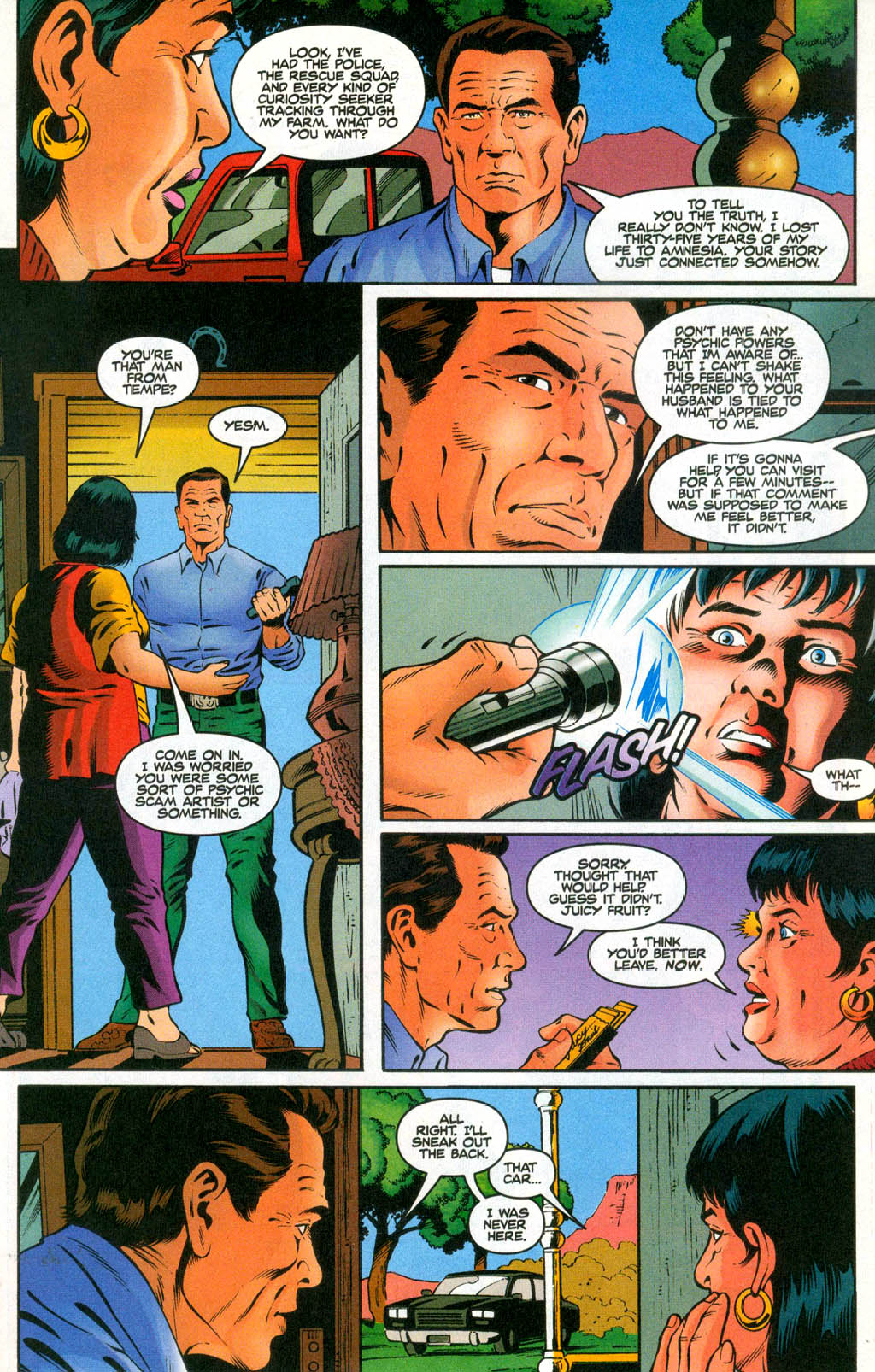

PLEASE RETURN YER TRAY TABLES TO THEIR FULL UPRIGHT AND LOCKED POSITION. YADA, YADA, YADA. OH, YEAH--WELCOME TO TEMPE. I'M SKOOTCH.
UHHH... A FEW MORE DAYS LIKE THIS AND I'LL LOOK JUST LIKE KATE MOSS.
OHHH, MAN. I AM UNCOMFORTABLY NUMB.
TAKE YER TIME, GUYS. COULD USE THE COMPANY. DON'T GET MANY AGENTS STOPPIN' BY THIS WAY. LAST ONE WAS A RUSH RETIREMENT JOB.
YEAH, I KNOW. SENT THAT ONE THROUGH MYSELF.
THAT WAS YOU!? I CAUGHT TWELVE KINDS HELL AND THREE KINDS PURGATORY FOR MY PARTA THAT! YOU OUGHTA WARN A GUY!
UCK! OK! I'M SORRY, SKOOTCH! I WANNA MAKE IT UP TO YOU! IN FACT, I BROUGHT YOU A LITTLE PRESENT.
YUH DID? REALLY?
OH, YEAH! LEFT IT IN THE POD OVER THERE, IN A LITTLE WHITE BAG.
WELL, ALL RIGHT!
ENOUGH CLOWNING AROUND, JAY. LET'S HIT THE ROAD.
HEY! I TOLD YA, I GOTTA DRIVE!
IN YOUR DREAMS. YOU'LL RIDE SHOTGUN AND LIKE IT! DON'T WORRY, I'LL KEEP IT UNDER THE LIMIT.

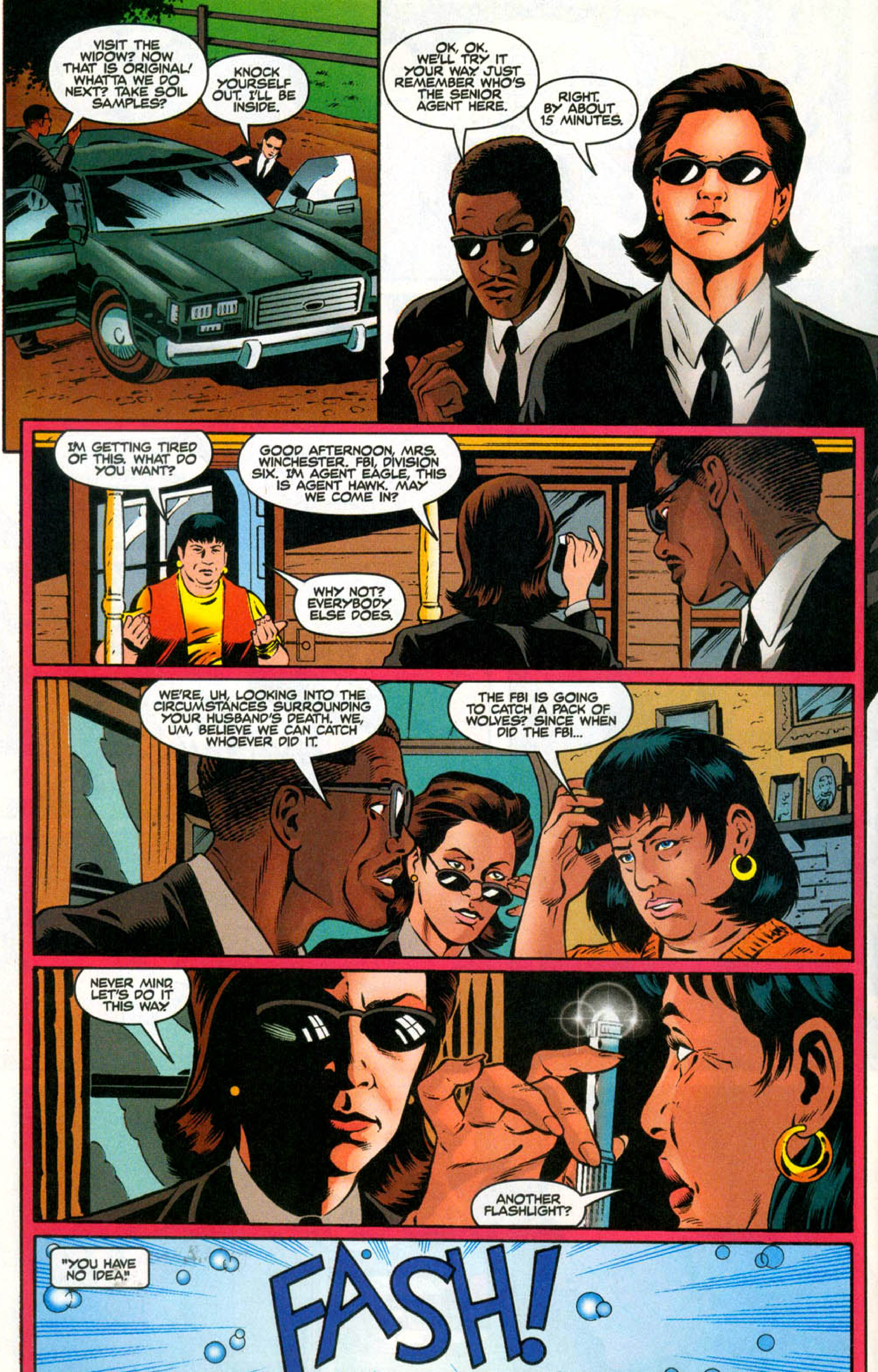

SOON...
CRUNCHACRUN
SCREE!
SQUISH!
CLOMP!
CLOMP!
YOU WEREN'T KIDDING ABOUT KEEPING IT UNDER THE LIMIT, MIZ DAISY.
LIKE I'M THE ONE RESPONSIBLE FOR GETTING US THIS CUSHY ASSIGNMENT.

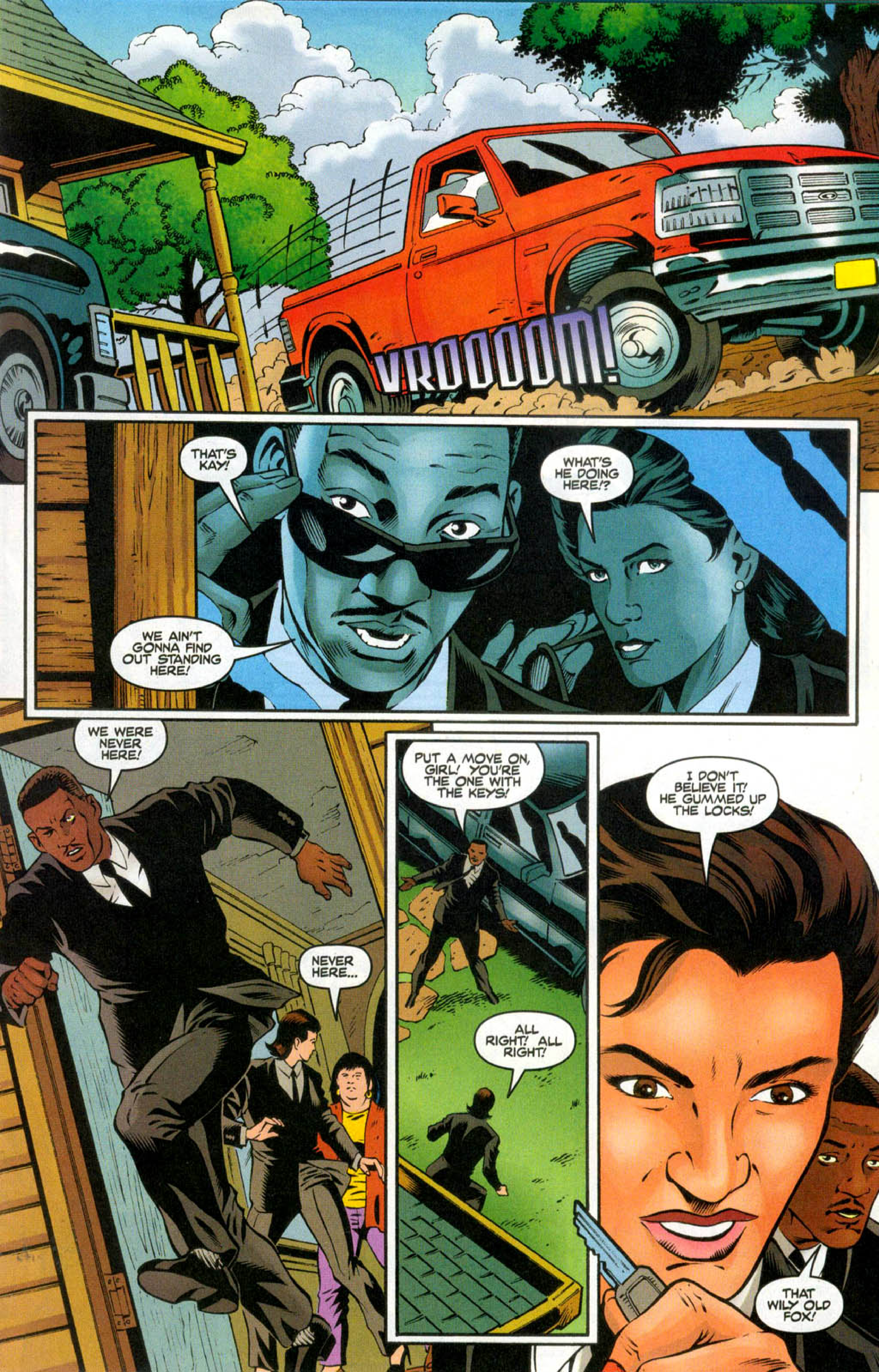

OH, GAG! I PREFER MY CORPSES A LITTLE FRESHER. OR AT LEAST MORE NEATLY ORGANIZED.
SEEN WORSE. GET USED TO IT. IT'S JUST A COW.
WE'LL HAVE A READING IN A SECOND.
NO HURRY. THERE'S JUST SO MUCH TO SEE AND DO. MAYBE I'LL GO SHOPPING AT THAT FEED STORE WE PASSED.
OH, YEAH. GREEN. SEEN THIS BEFORE.
YOU WERE RIGHT, ZED. IT'S A BUG.
HEY! YOU DROVE! I OUGHTA BE MAKING THE BIG CALLS BACK TO HQ.
GOOD WORK, ELLE. YOU AND JAY TRACK DOWN THE BUG AND DISPOSE OF IT. AND TRY TO KEEP THINGS QUIET THIS TIME.
WILL DO, ZED.
GOOD BY THE WAY, ELLE...
YES?
IF YOU SEE KAY, TELL HIM HE'S EXPENDABLE. ZED OUT.
SAME TO YOU, ZED.

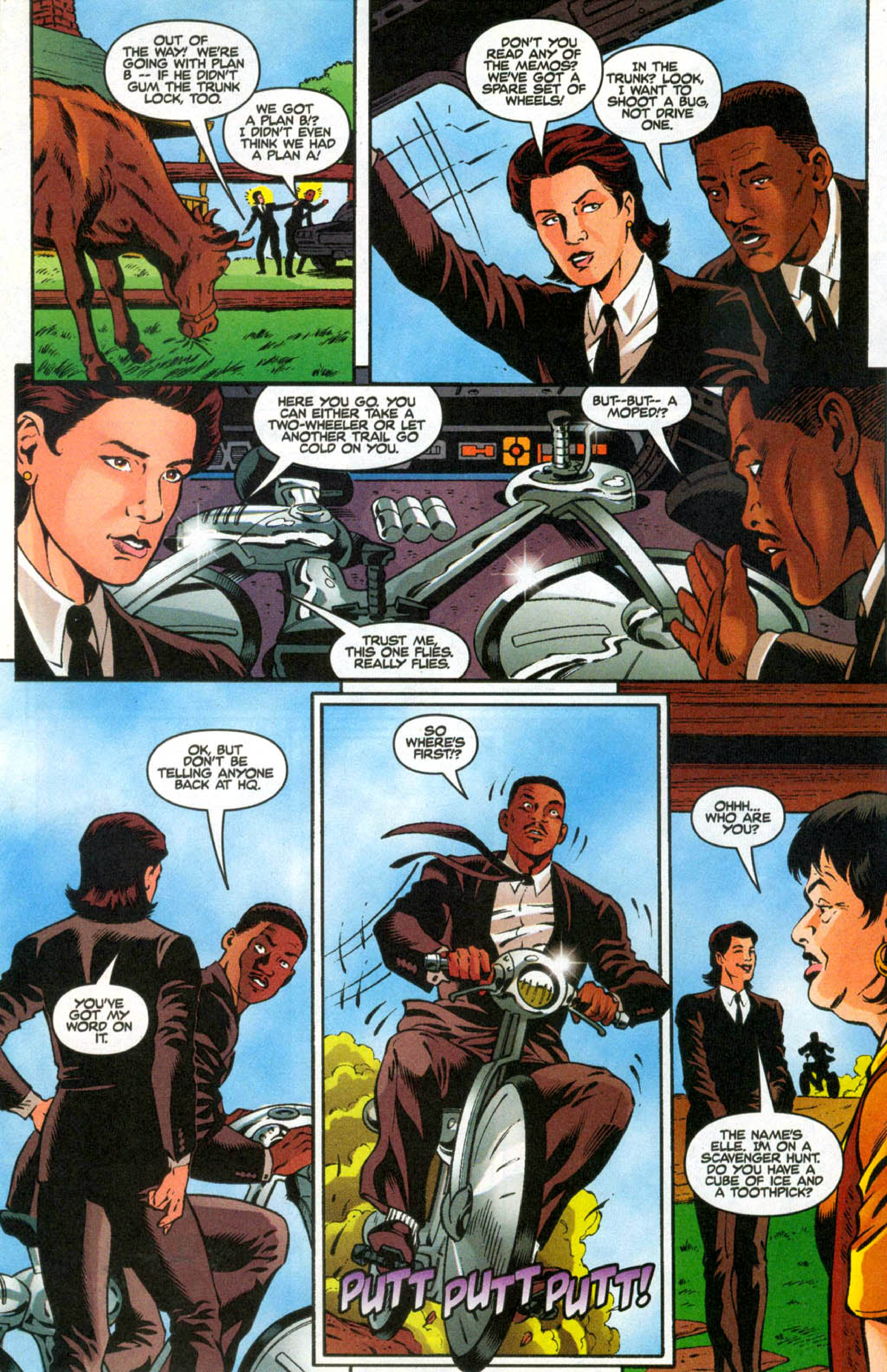

FOLLOW ME, GIRL. I THINK I GOT A HOT TRAIL HERE! OH, YES!
HEY, WHILE WE'RE GETTIN' A LINE ON THIS BUG, MAYBE YOU CAN HELP ME GET A LINE ON SOMETHING--HOW'S THIS CRITTER ZEROING IN ON KAY?
COULD BE BUGS HAVE SOME SORT OF HIVE INTELLIGENCE OR A GROUP MIND, YOU KNOW, LIKE THE SKRALDIANS.
MEBEE. BUT I THOUGHT IT WAS ONLY THE FRIENDLY BUGS DID THAT. LIKE BEES AND ANTS. AND WHO'S BEEN TEACHING YOU ABOUT SKRALDIANS AND STUFF?
WHY.
DON'T DO ME THAT WAY. "WHY?" I'M ASKING 'CAUSE I WANNA KNOW!
I TOLD YOU! WHY!
ELLE!
WHY, JAY! AGENT WHY! ALL RIGHT!?
LOST THE TRAIL! THAT BUG COULD BE ANYWHERE.
WELL, YOU HEARD ZED. WE'VE STILL GOT A JOB TO DO. WHAT NOW?
HEY, YOU'RE THE ONE WITH THE KEYS. MEET YOU AT THE CAR.
FOR THIS I GAVE UP CUTTING INTO DEAD BODIES...

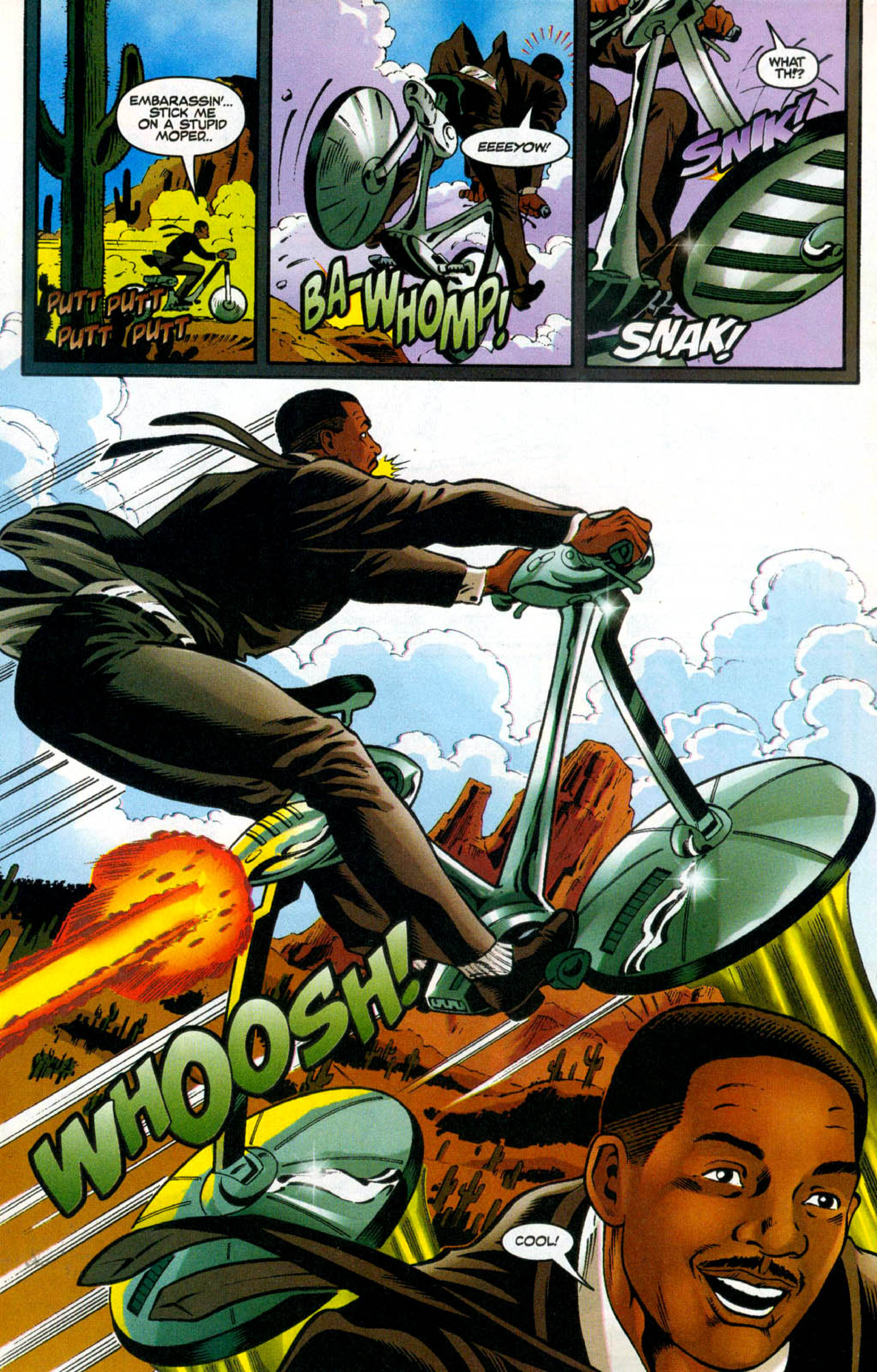

MEANWHILE, AT THE GRIDLEY GULCH HOME OF SARAH WINCHESTER...
SCREEECH!
THE Galaxy
RANCHER BUYS THE FARM!
ELVIS WEDS BIGFOOT
ON MARS!
WHAT AM I DOING? WHAT AM I DOING?!
WELL, HERE GOES NOTHING.
CAN I HELP YOU, MISTER?
I DON'T KNOW, MA'AM. YOU MRS. SARAH WINCHESTER?
YES. WHO'S ASKING?
JUST A CONCERNED CITIZEN WHO'S HAD SOME WEIRD THINGS HAPPEN IN HIS OWN LIFE. I'M SORRY ABOUT YOUR LOSS. I'M SURE YOUR HUSBAND WAS A GOOD MAN.
THANK YOU. UH, YOU EXPECTING IT TO GET DARK SOON?
OH, THIS... IT MAKES ME FEEL MORE COMFORTABLE FOR SOME REASON. GO FIGURE.

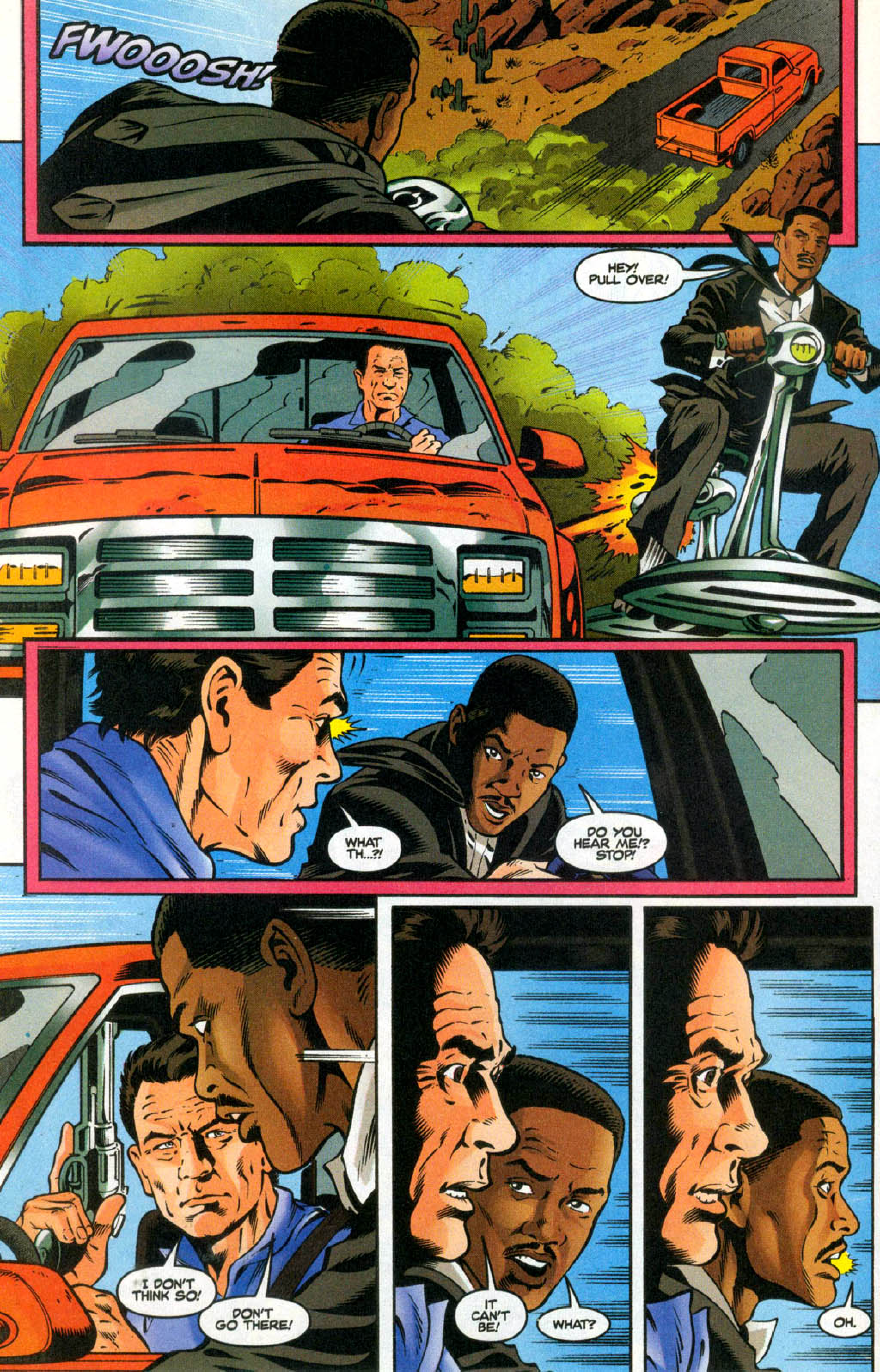

LOOK, I'VE HAD THE POLICE, THE RESCUE SQUAD, AND EVERY KIND OF CURIOSITY SEEKER TRACKING THROUGH MY FARM. WHAT DO YOU WANT?
TO TELL YOU THE TRUTH, I REALLY DON'T KNOW. I LOST THIRTY-FIVE YEARS OF MY LIFE TO AMNESIA. YOUR STORY JUST CONNECTED SOMEHOW.
YOU'RE THAT MAN FROM TEMPE?
YESM.
COME ON IN. I WAS WORRIED YOU WERE SOME SORT OF PSYCHIC SCAM ARTIST OR SOMETHING.
DON'T HAVE ANY PSYCHIC POWERS THAT I'M AWARE OF.. BUT I CAN'T SHAKE THIS FEELING. WHAT HAPPENED TO YOUR HUSBAND IS TIED TO WHAT HAPPENED TO ME.
IF IT'S GONNA HELP, YOU CAN VISIT FOR A FEW MINUTES-- BUT IF THAT COMMENT WAS SUPPOSED TO MAKE ME FEEL BETTER, IT DIDN'T.
FLASH!
WHAT TH--
SORRY. THOUGHT THAT WOULD HELP. GUESS IT DIDN'T. JUICY FRUIT?
I THINK YOU'D BETTER LEAVE. NOW.
ALL RIGHT. I'LL SNEAK OUT THE BACK.
THAT CAR...
I WAS NEVER HERE.

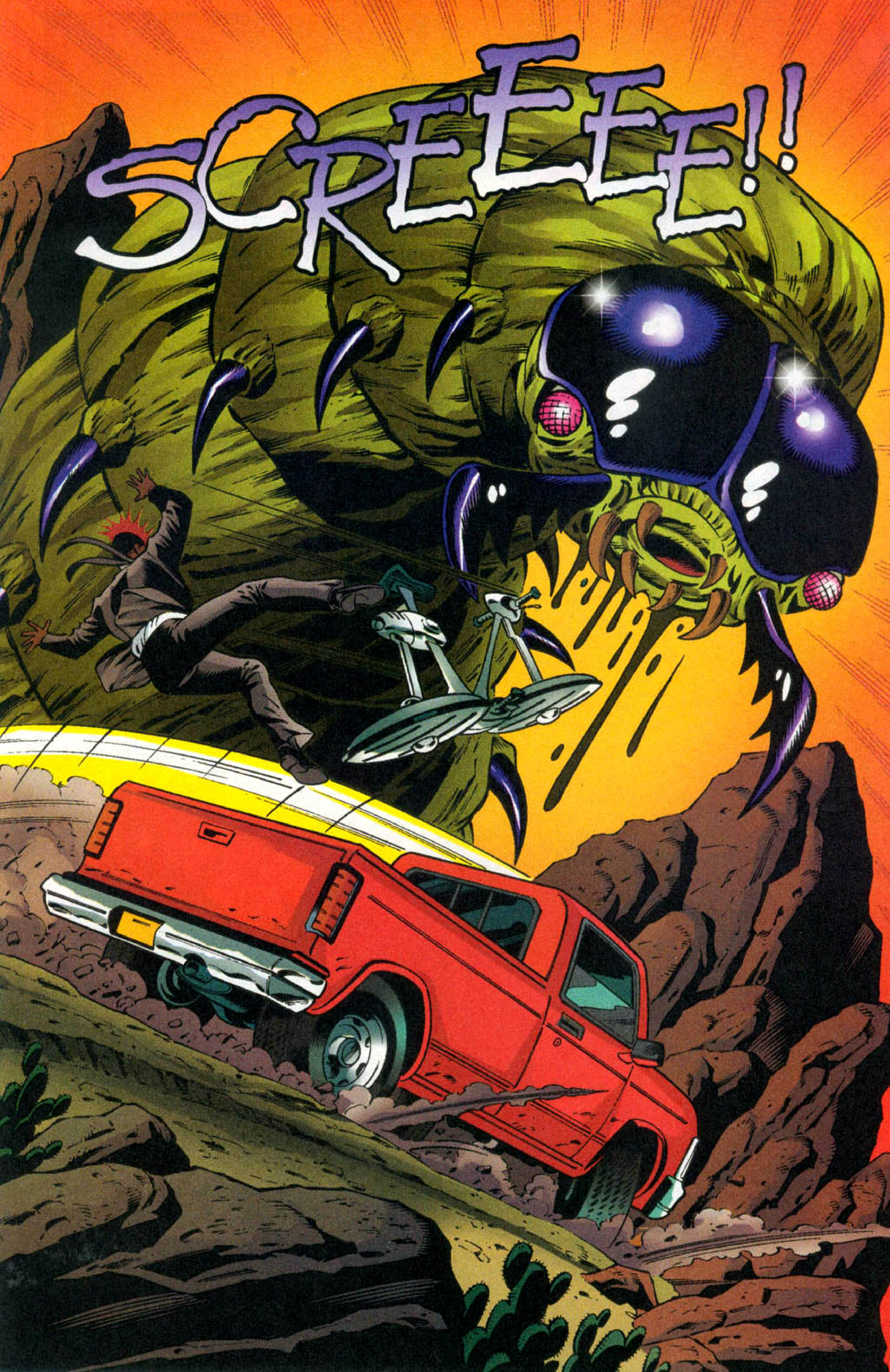

VISIT THE WIDOW? NOW THAT IS ORIGINAL! WHATTA WE DO NEXT? TAKE SOIL SAMPLES?
KNOCK YOURSELF OUT. I'LL BE INSIDE.
OK, OK. WE'LL TRY IT YOUR WAY. JUST REMEMBER WHO'S THE SENIOR AGENT HERE.
RIGHT. BY ABOUT 15 MINUTES.
I'M GETTING TIRED OF THIS. WHAT DO YOU WANT?
GOOD AFTERNOON, MRS. WINCHESTER. FBI, DIVISION SIX. I'M AGENT EAGLE, THIS IS AGENT HAWK. MAY WE COME IN?
WHY NOT? EVERYBODY ELSE DOES.
WE'RE, UH, LOOKING INTO THE CIRCUMSTANCES SURROUNDING YOUR HUSBAND'S DEATH. WE, UM, BELIEVE WE CAN CATCH WHOEVER DID IT.
THE FBI IS GOING TO CATCH A PACK OF WOLVES? SINCE WHEN DID THE FBI...
NEVER MIND. LET'S DO IT THIS WAY.
ANOTHER FLASHLIGHT?
"YOU HAVE NO IDEA."
FASH!

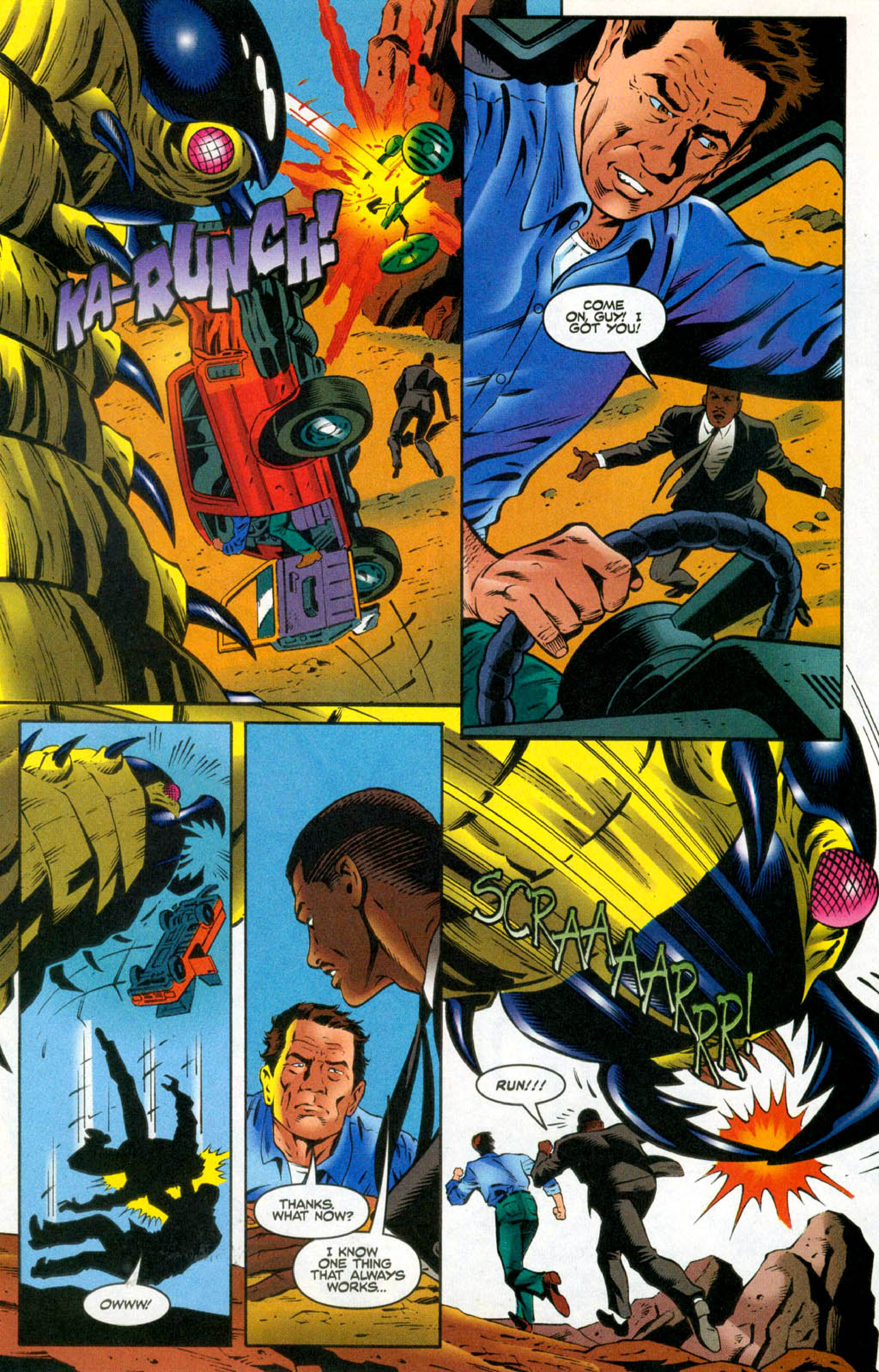

VROOOOM!
THAT'S KAY!
WHAT'S HE DOING HERE!?
WE AIN'T GONNA FIND OUT STANDING HERE!
WE WERE NEVER HERE!
NEVER HERE...
PUT A MOVE ON, GIRL! YOU'RE THE ONE WITH THE KEYS!
ALL RIGHT! ALL RIGHT!
I DON'T BELIEVE IT! HE GUMMED UP THE LOCKS!
THAT WILY OLD FOX!

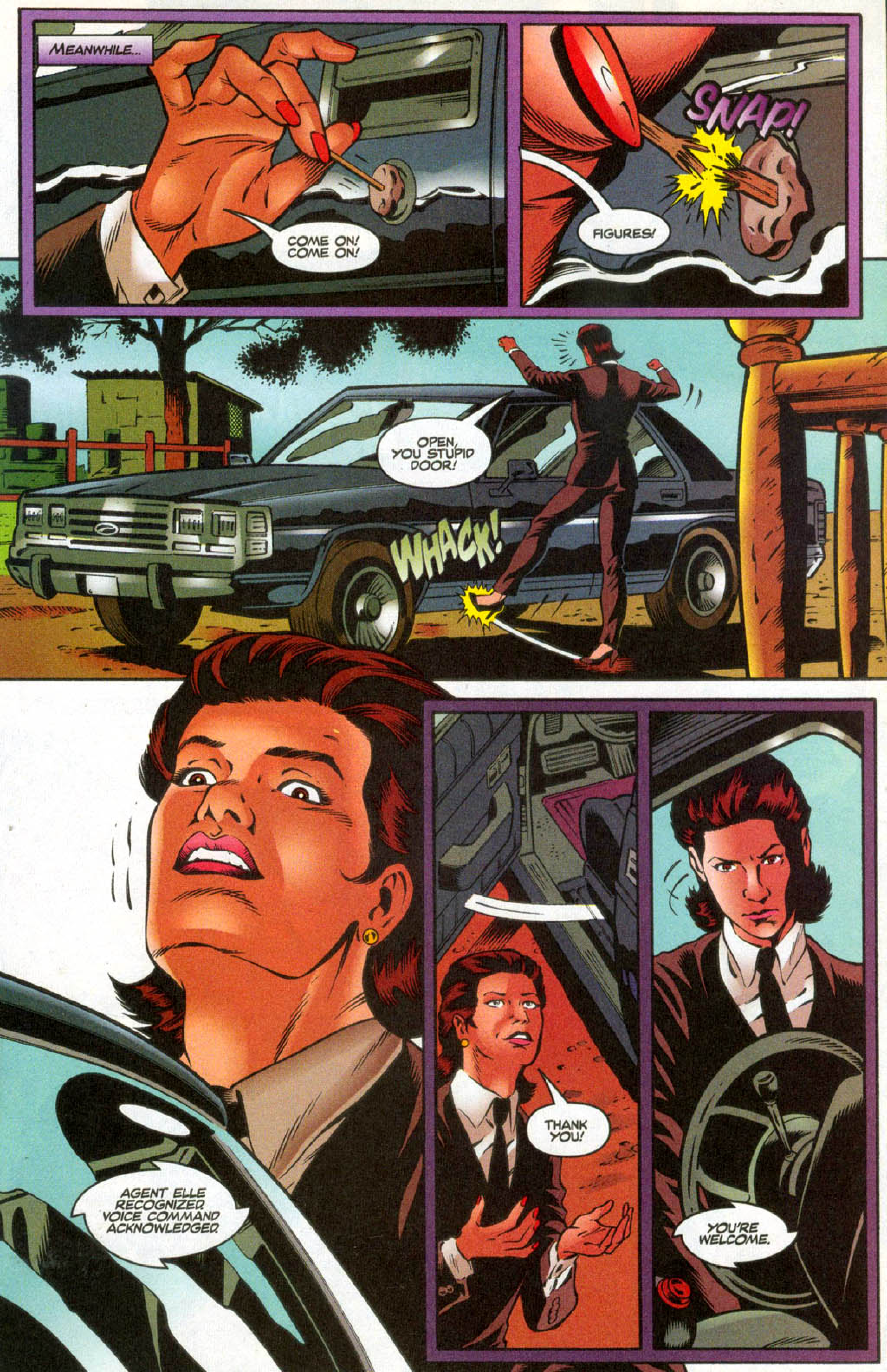

OUT OF THE WAY! WE'RE GOING WITH PLAN B -- IF HE DIDN'T GUM THE TRUNK LOCK, TOO.
WE GOT A PLAN B!? I DIDN'T EVEN THINK WE HAD A PLAN A!
DON'T YOU READ ANY OF THE MEMOS? WE'VE GOT A SPARE SET OF WHEELS!
IN THE TRUNK? LOOK, I WANT TO SHOOT A BUG, NOT DRIVE ONE.
HERE YOU GO. YOU CAN EITHER TAKE A TWO-WHEELER OR LET ANOTHER TRAIL GO COLD ON YOU.
BUT--BUT-- A MOPED!?
TRUST ME, THIS ONE FLIES. REALLY FLIES.
OK, BUT DON'T BE TELLING ANYONE BACK AT HQ.
YOU'VE GOT MY WORD ON IT.
SO WHERE'S FIRST!?
PUTT PUTT PUTT!
OHHH... WHO ARE YOU?
THE NAME'S ELLE. I'M ON A SCAVENGER HUNT. DO YOU HAVE A CUBE OF ICE AND A TOOTHPICK?

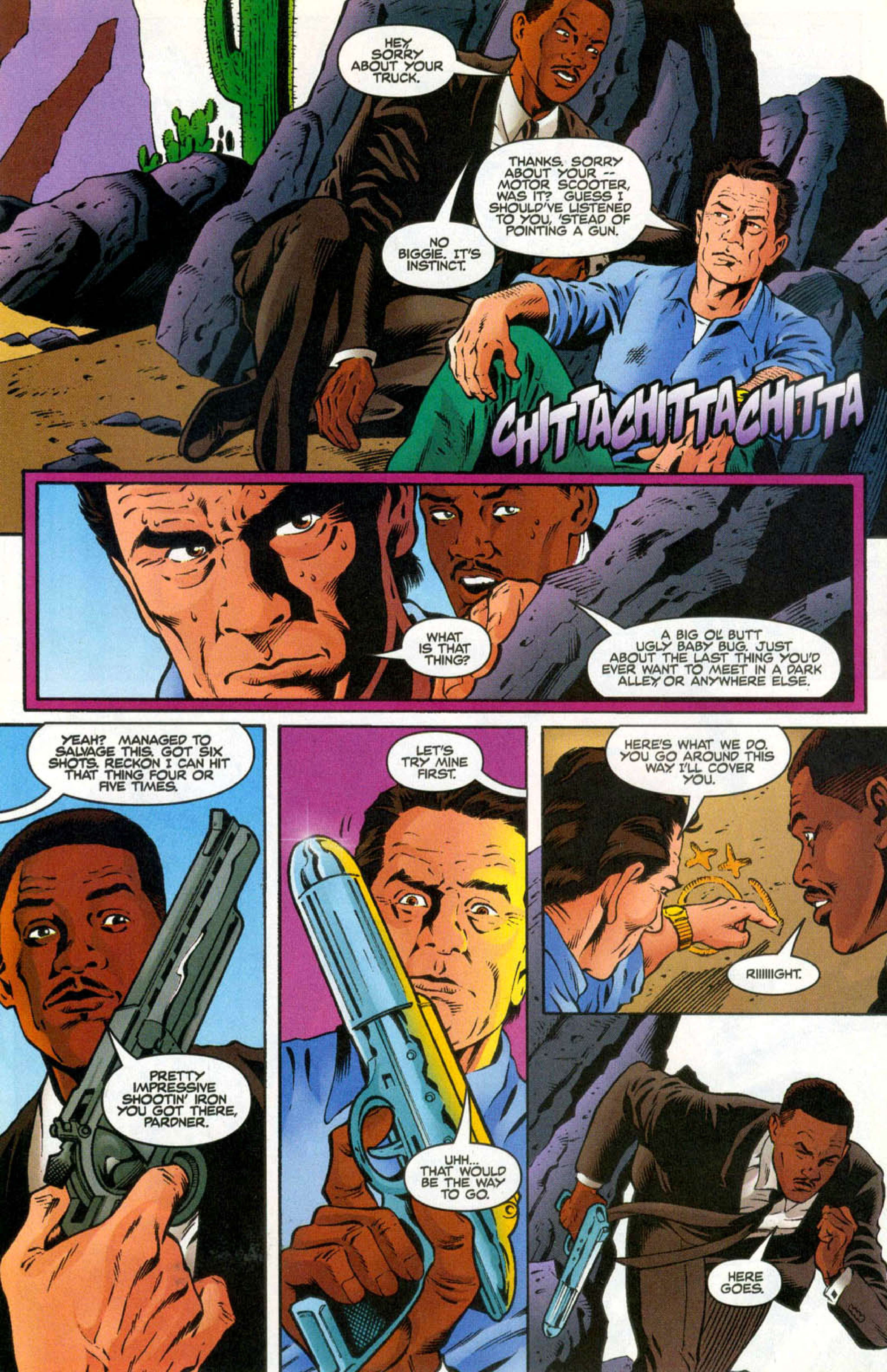

EMBARASSIN'... STICK ME ON A STUPID MOPED..
PUTT PUTT PUTT PUTT
EEEEYOW!
BA-WHOMP!
WHAT TH!?
SNIK!
SNAK!
WHOOSH!
COOL!

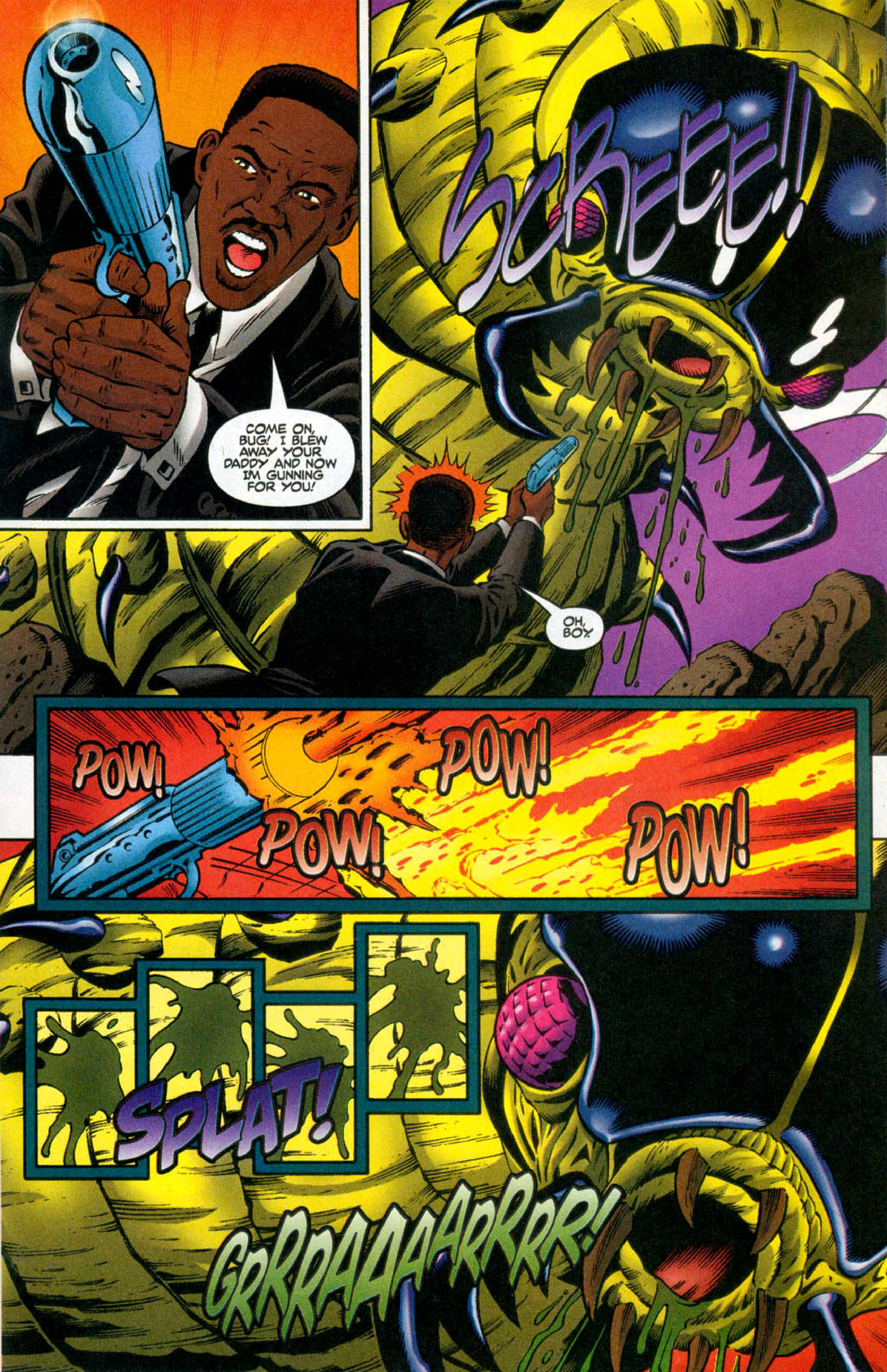

FWOOOSH!
HEY! PULL OVER!
WHAT TH...?!
DO YOU HEAR ME!? STOP!
I DON'T THINK SO!
DON'T GO THERE!
IT CAN'T BE!
WHAT?
OH.

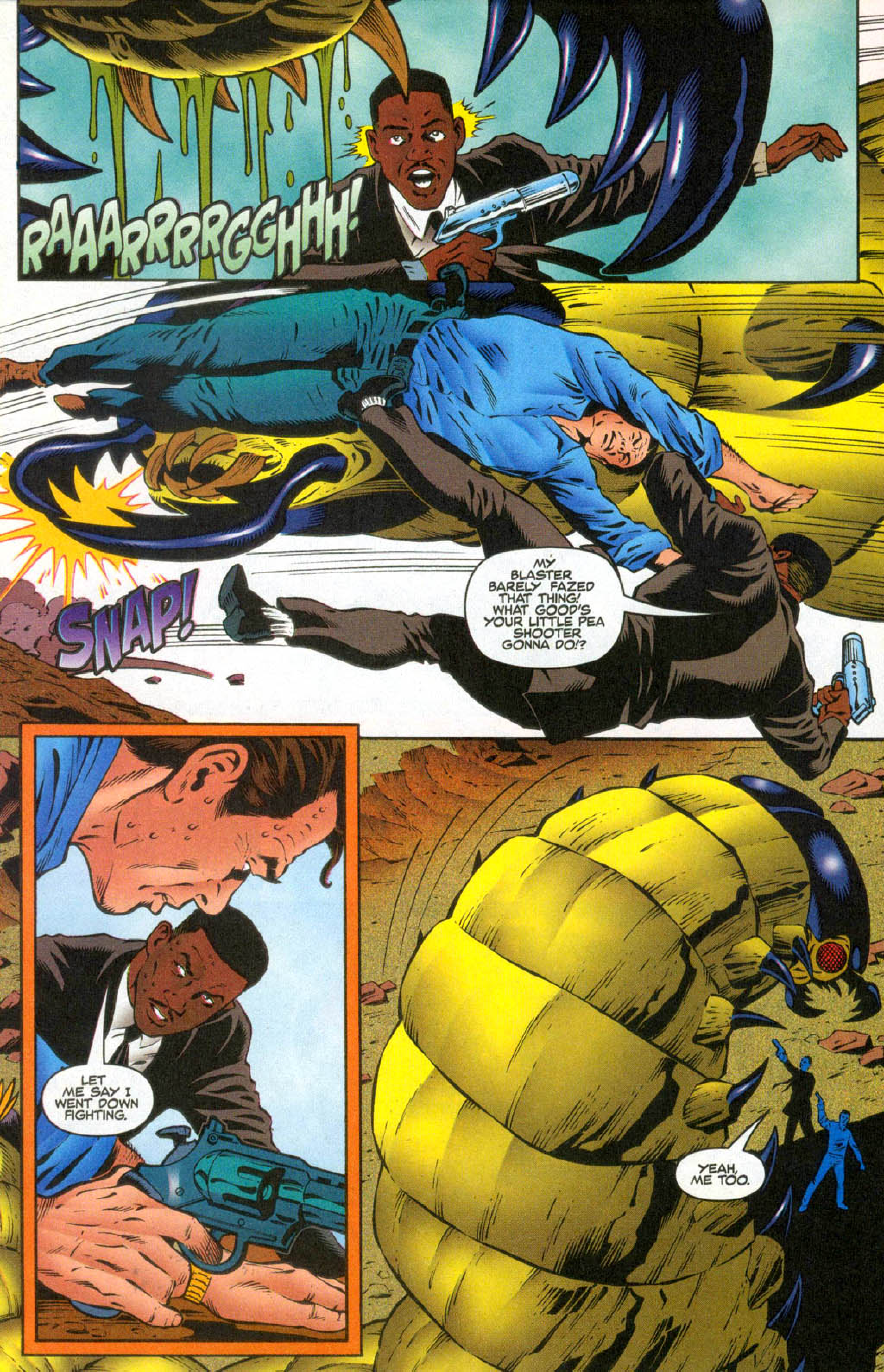

SCREEEE!!

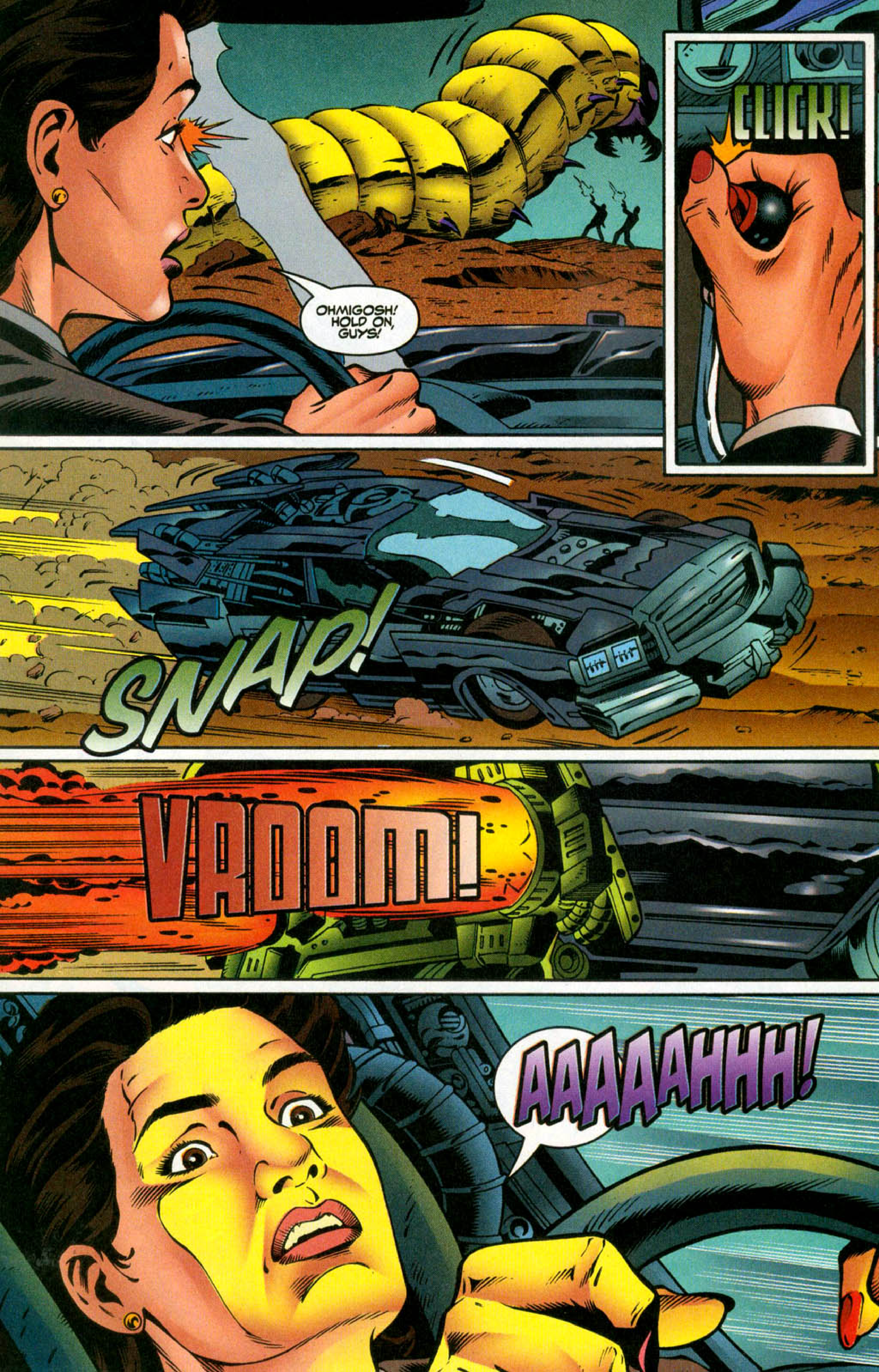

KA-RUNCH!
COME ON, GUY! I GOT YOU!
OWWW!
THANKS. WHAT NOW?
I KNOW ONE THING THAT ALWAYS WORKS...
SCRAAAAARRR!
RUN!!!

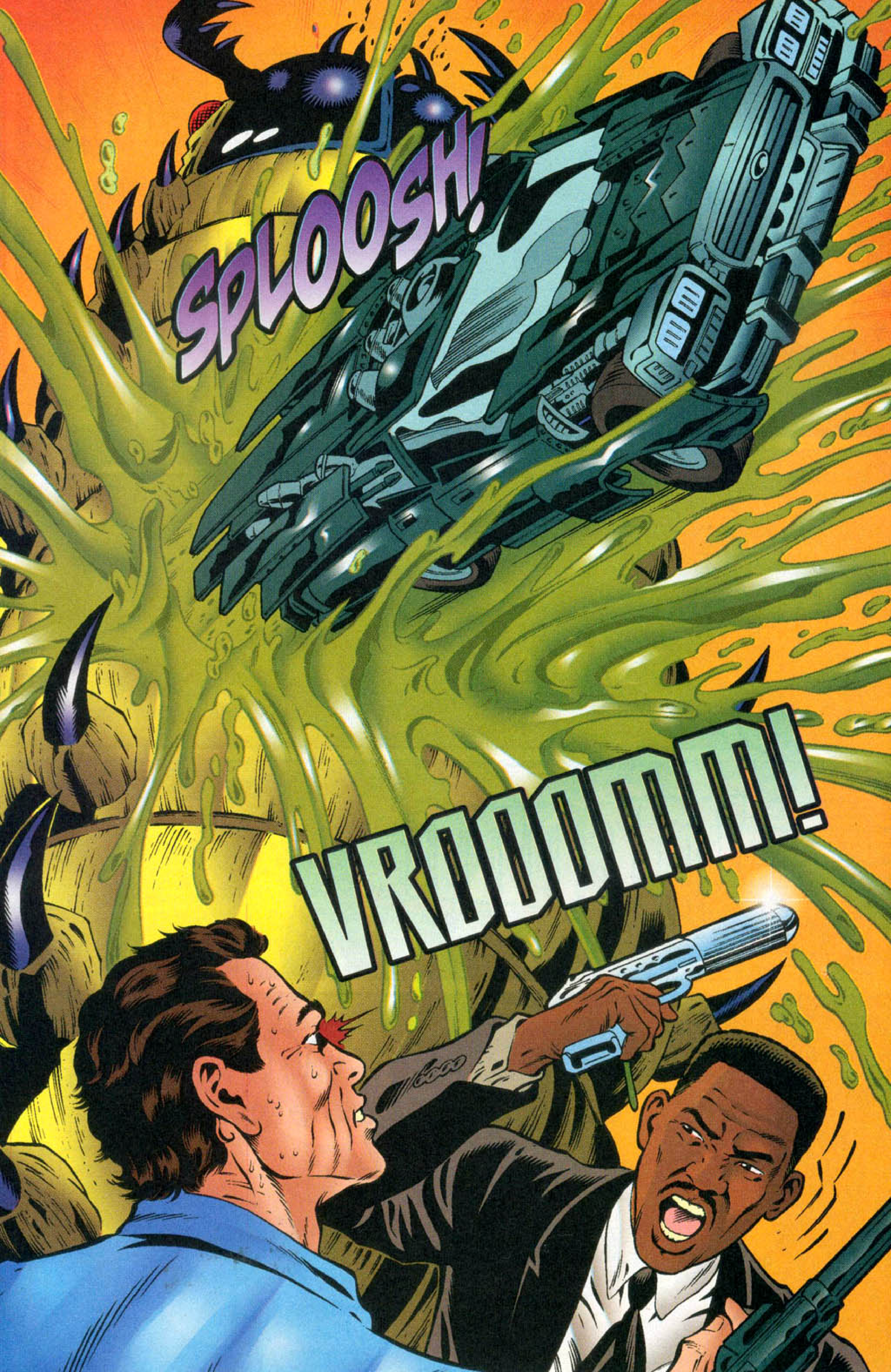

MEANWHILE...
COME ON! COME ON!
SNAP!
FIGURES!
OPEN, YOU STUPID DOOR!
WHACK!
AGENT ELLE RECOGNIZED VOICE COMMAND ACKNOWLEDGED
THANK YOU!
YOU'RE WELCOME.

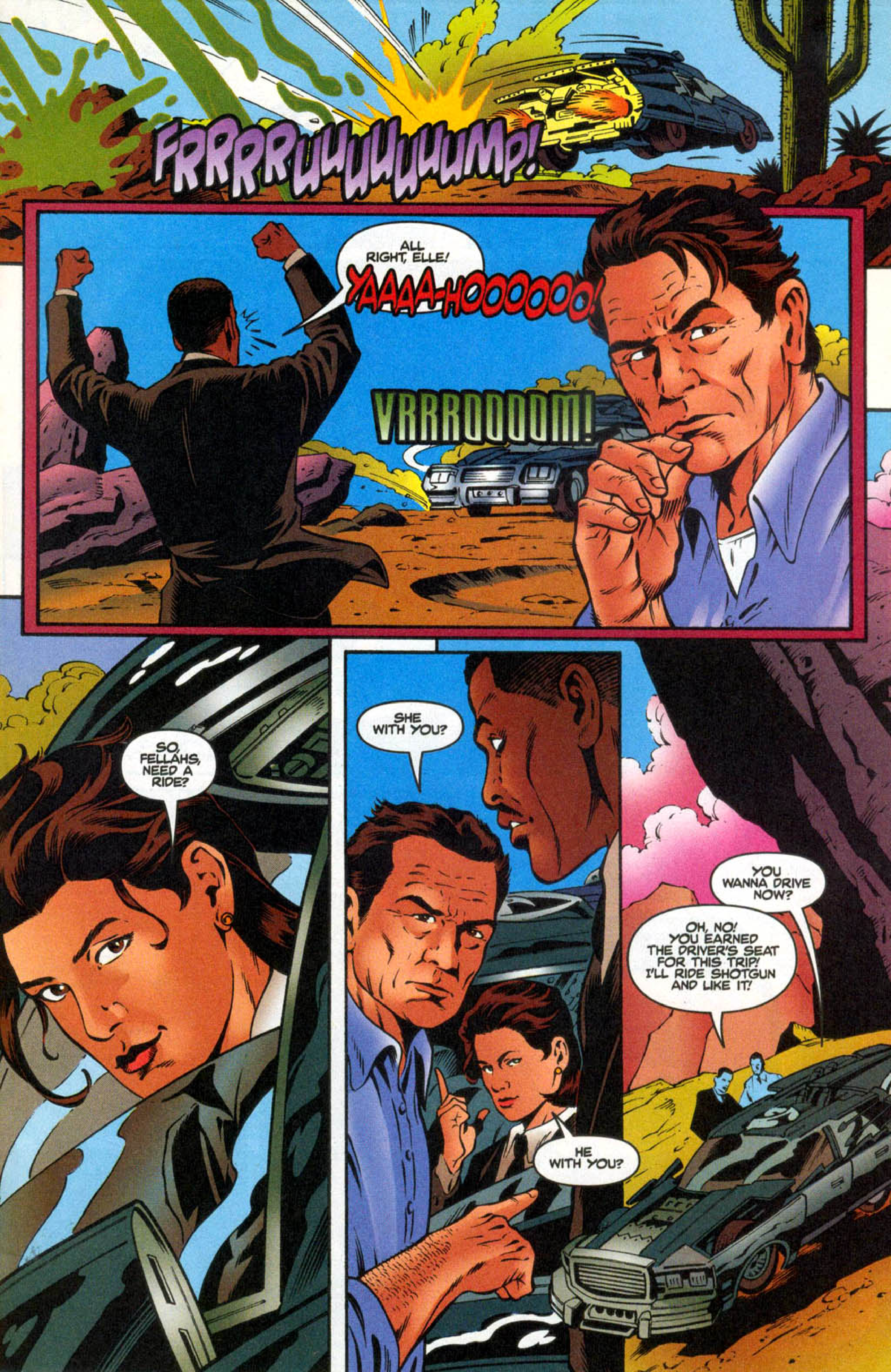

HEY, SORRY ABOUT YOUR TRUCK.
THANKS. SORRY ABOUT YOUR -- MOTOR SCOOTER, WAS IT? GUESS I SHOULD'VE LISTENED TO YOU, 'STEAD OF POINTING A GUN.
NO BIGGIE. IT'S INSTINCT.
CHITTACHITTACHITTA
WHAT IS THAT THING?
A BIG OL' BUTT UGLY BABY BUG. JUST ABOUT THE LAST THING YOU'D EVER WANT TO MEET IN A DARK ALLEY, OR ANYWHERE ELSE.
YEAH? MANAGED TO SALVAGE THIS. GOT SIX SHOTS. RECKON I CAN HIT THAT THING FOUR OR FIVE TIMES.
PRETTY IMPRESSIVE SHOOTIN' IRON YOU GOT THERE, PARDNER.
LET'S TRY MINE FIRST.
UHH... THAT WOULD BE THE WAY TO GO.
HERE'S WHAT WE DO. YOU GO AROUND THIS WAY. I'LL COVER YOU.
RIIIIIGHT.
HERE GOES.

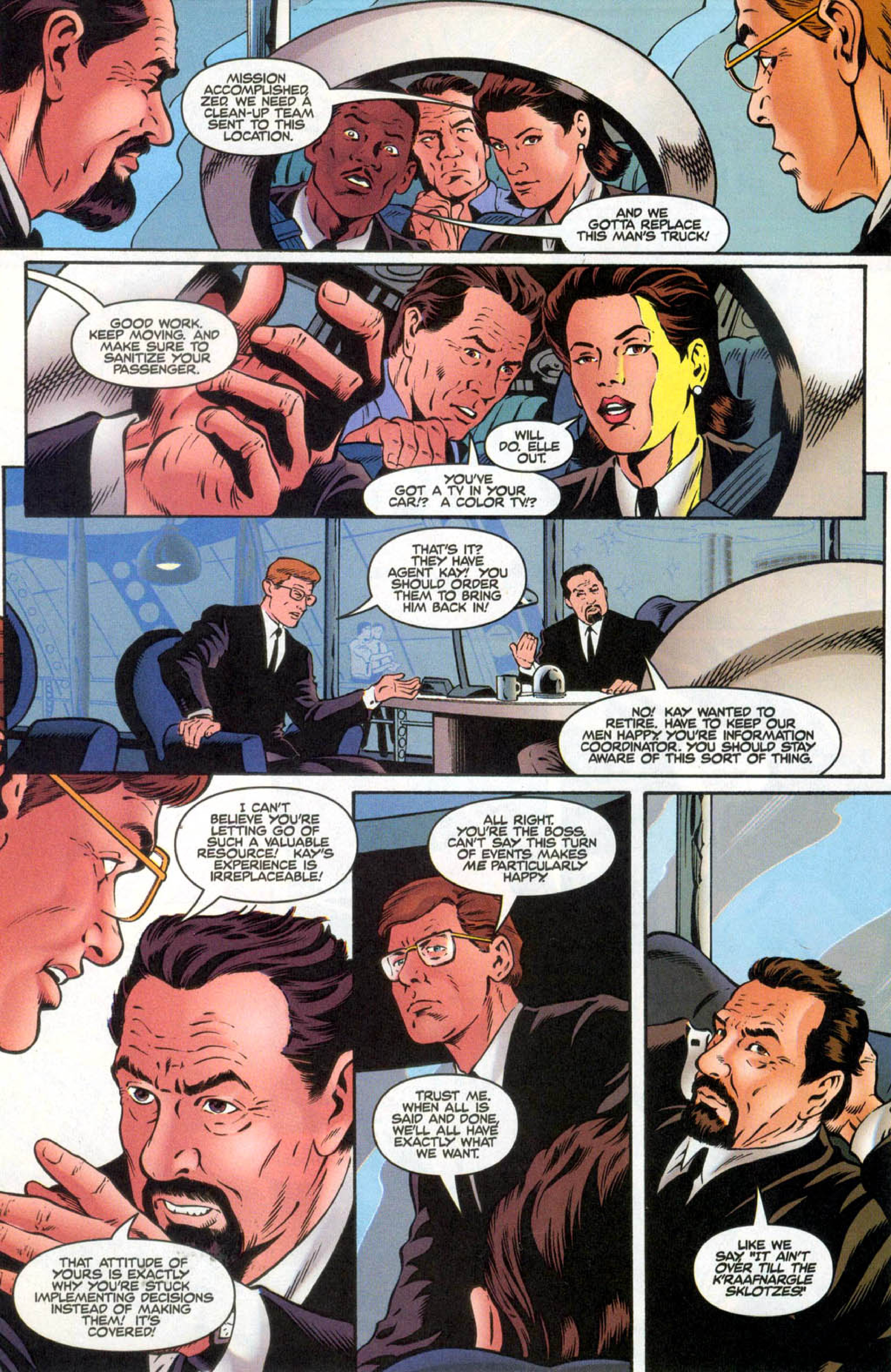

COME ON, BUG! I BLEW AWAY YOUR DADDY AND NOW I'M GUNNING FOR YOU!
SCREEE!!
OH, BOY.
POW!
POW!
POW!
POW!
SPLAT!
GRRRAAAAARRRR!

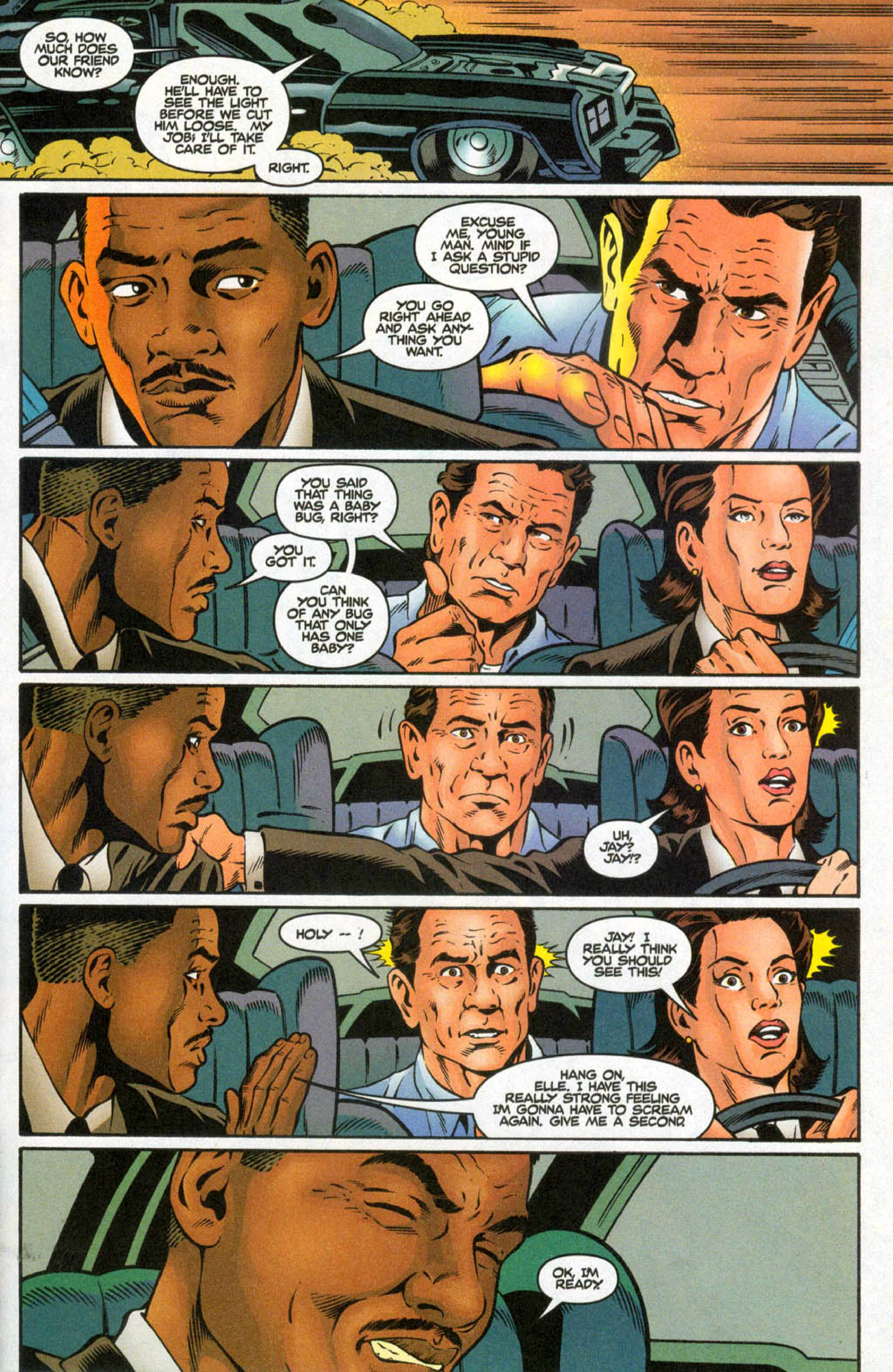

RAAARRRRGGHHH!
SNAP!
MY BLASTER BARELY FAZED THAT THING! WHAT GOOD'S YOUR LITTLE PEA SHOOTER GONNA DO!?
LET ME SAY I WENT DOWN FIGHTING.
YEAH, ME TOO.

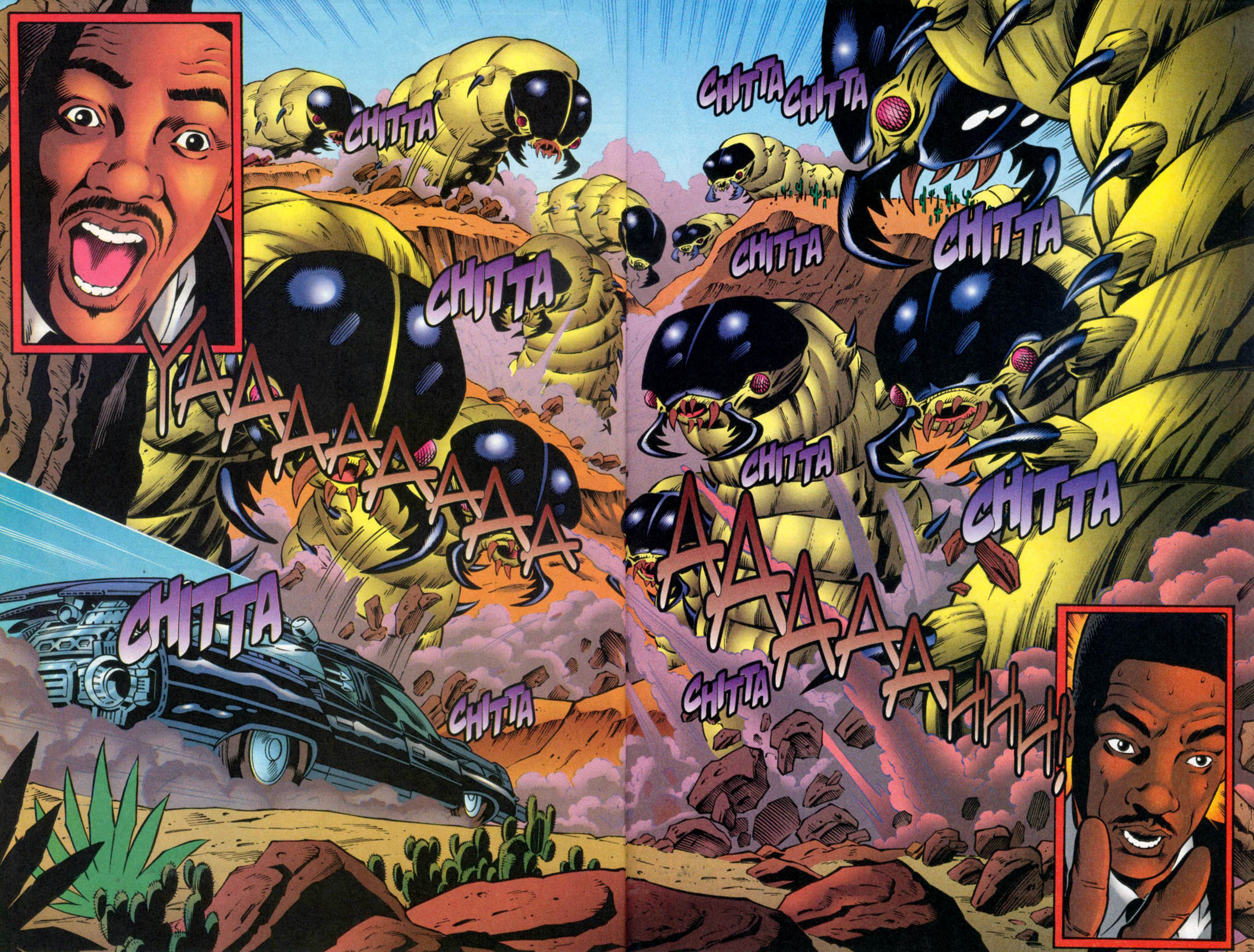

OHMIGOSH! HOLD ON, GUYS!
CLICK!
SNAP!
VROOM!
AAAAAHHH!

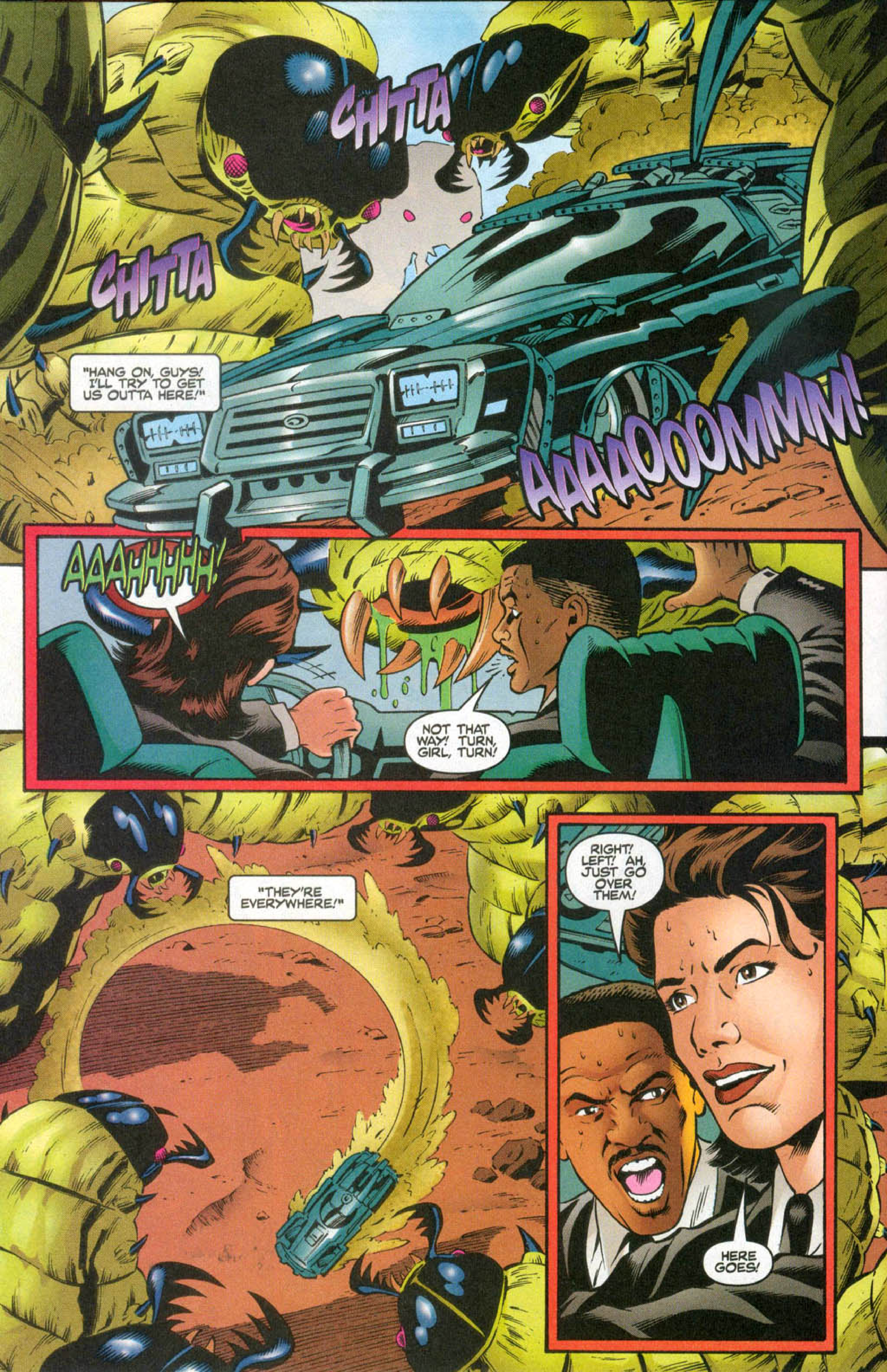

SPLOOSH!
VROOOMM!

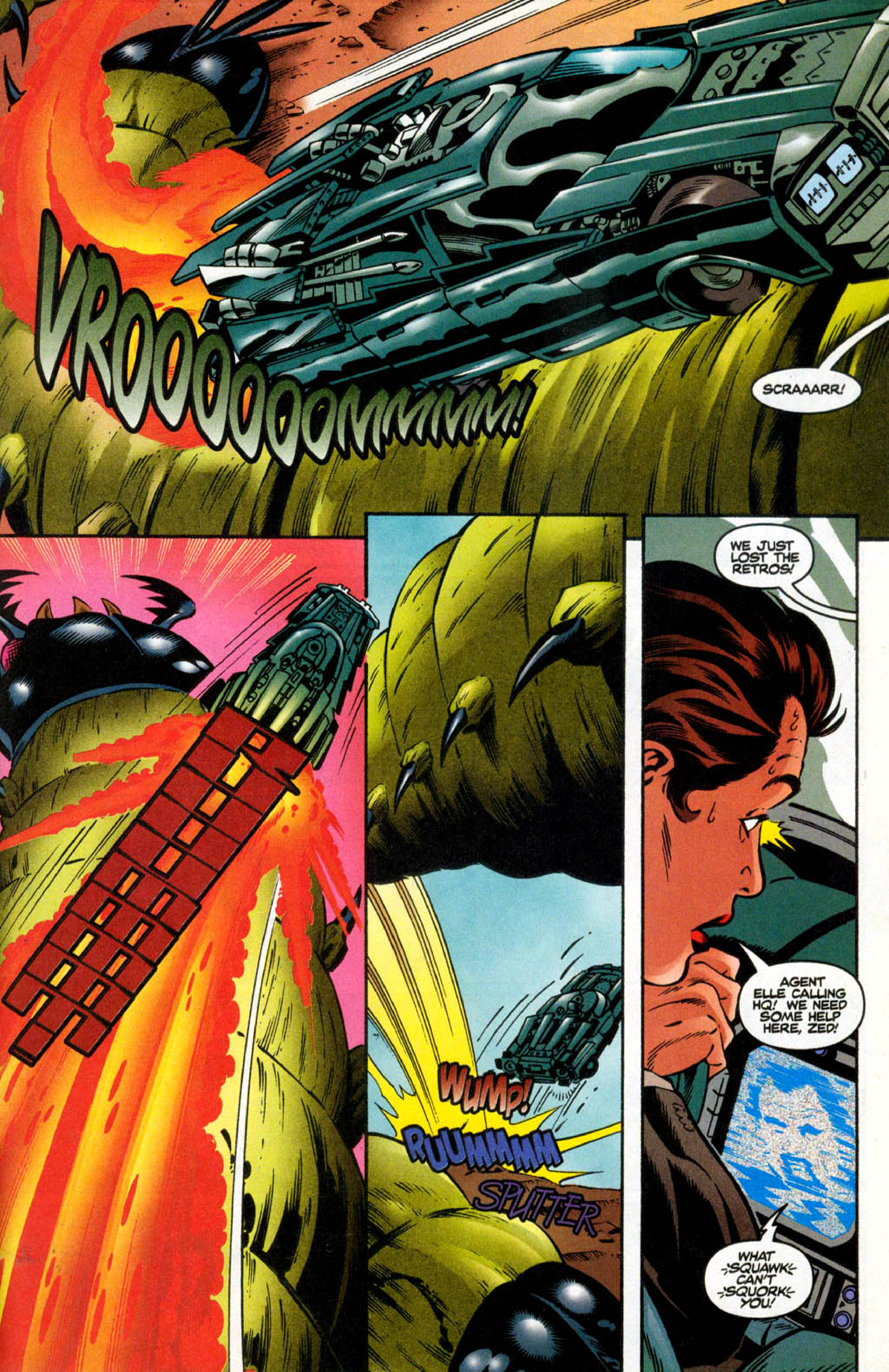

FRRRRUUUUUUUMP!
ALL RIGHT, ELLE! YAAAA-HOOOOOO!
VRRROOOOM!
SO, FELLAHS, NEED A RIDE?
SHE WITH YOU?
HE WITH YOU?
YOU WANNA DRIVE NOW?
OH, NO! YOU EARNED THE DRIVER'S SEAT FOR THIS TRIP! I'LL RIDE SHOTGUN AND LIKE IT!

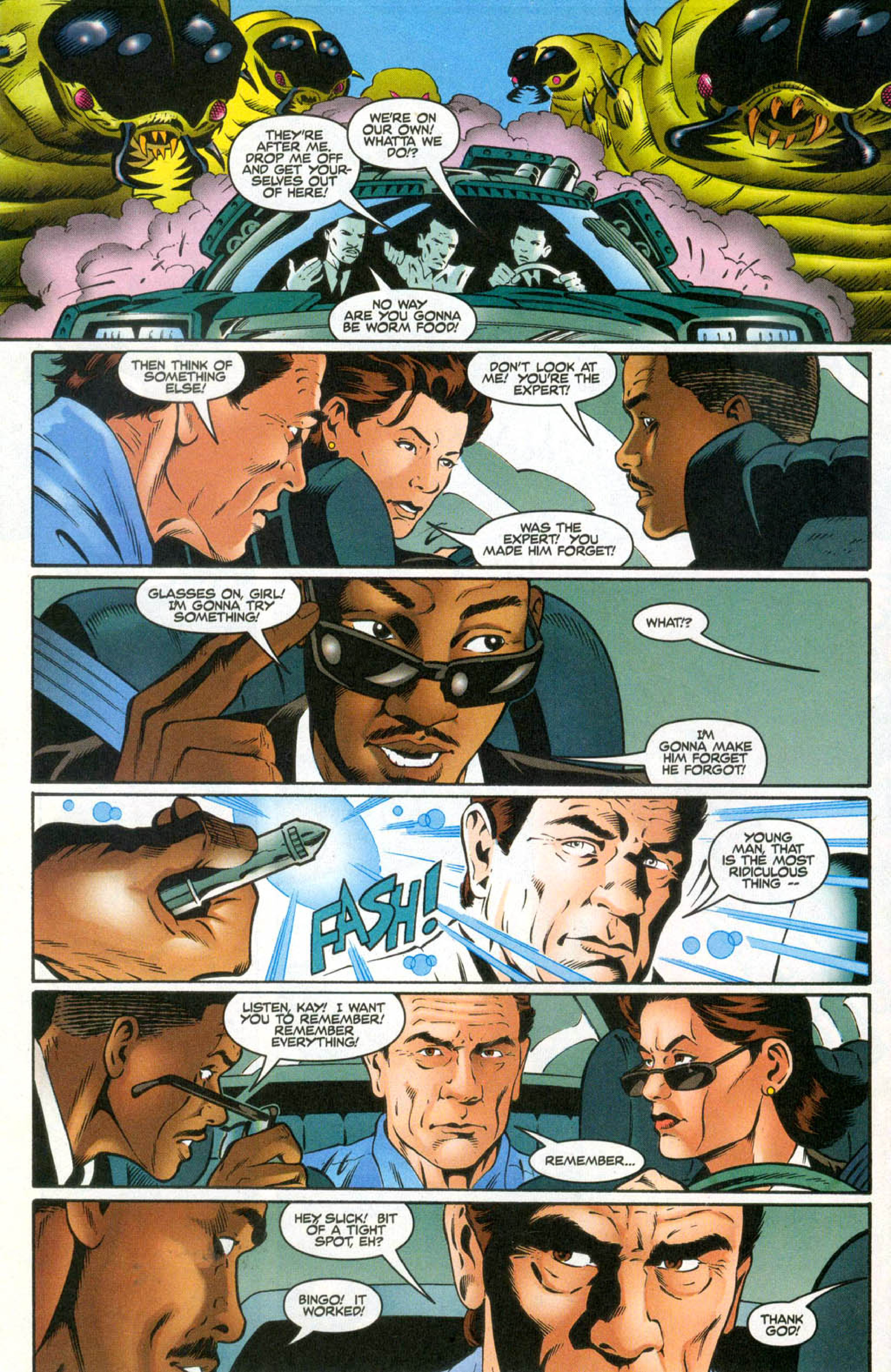

MISSION ACCOMPLISHED, ZED. WE NEED A CLEAN-UP TEAM SENT TO THIS LOCATION.
AND WE GOTTA REPLACE THIS MAN'S TRUCK!
GOOD WORK. KEEP MOVING. AND MAKE SURE TO SANITIZE YOUR PASSENGER.
WILL DO. ELLE OUT.
YOU'VE GOT A TV IN YOUR CAR!? A COLOR TV!?
THAT'S IT? THEY HAVE AGENT KAY! YOU SHOULD ORDER THEM TO BRING HIM BACK IN!
NO! KAY WANTED TO RETIRE. HAVE TO KEEP OUR MEN HAPPY. YOU'RE INFORMATION COORDINATOR. YOU SHOULD STAY AWARE OF THIS SORT OF THING.
I CAN'T BELIEVE YOU'RE LETTING GO OF SUCH A VALUABLE RESOURCE! KAY'S EXPERIENCE IS IRREPLACEABLE!
THAT ATTITUDE OF YOURS IS EXACTLY WHY YOU'RE STUCK IMPLEMENTING DECISIONS INSTEAD OF MAKING THEM! IT'S COVERED!
ALL RIGHT. YOU'RE THE BOSS. CAN'T SAY THIS TURN OF EVENTS MAKES *ME* PARTICULARLY HAPPY.
TRUST ME. WHEN ALL IS SAID AND DONE, WE'LL ALL HAVE EXACTLY WHAT WE WANT.
LIKE WE SAY "IT AIN'T OVER TILL THE K'RAAFNARGLE SKLOTZES!"

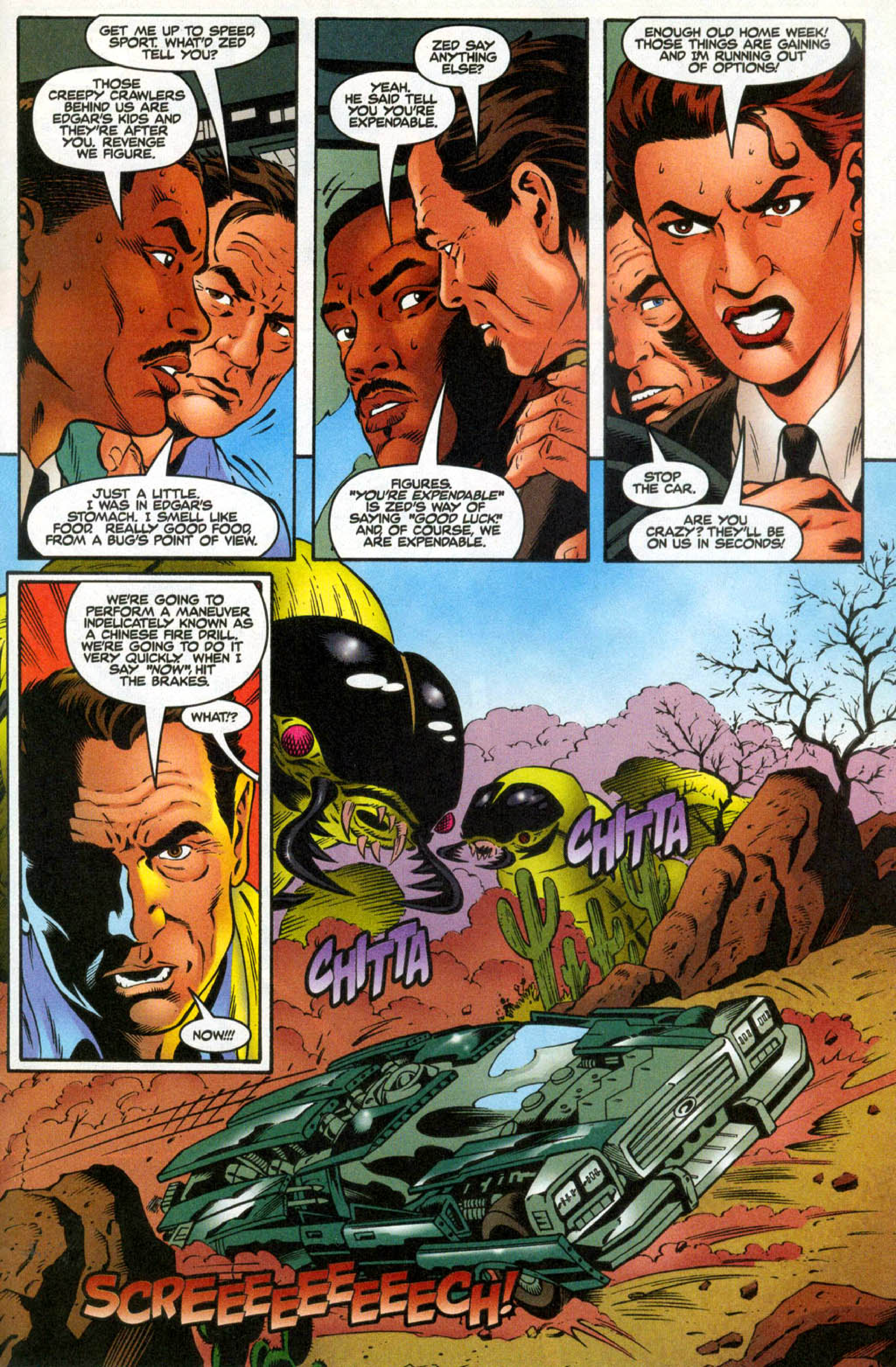

SO, HOW MUCH DOES OUR FRIEND KNOW?
ENOUGH. HE'LL HAVE TO SEE THE LIGHT BEFORE WE CUT HIM LOOSE. MY JOB; I'LL TAKE CARE OF IT.
RIGHT.
EXCUSE ME, YOUNG MAN. MIND IF I ASK A STUPID QUESTION?
YOU GO RIGHT AHEAD AND ASK ANYTHING YOU WANT.
YOU SAID THAT THING WAS A BABY BUG, RIGHT?
YOU GOT IT.
CAN YOU THINK OF ANY BUG THAT ONLY HAS ONE BABY?
UH, JAY? JAY!?
HOLY -- !
JAY! I REALLY THINK YOU SHOULD SEE THIS!
HANG ON, ELLE. I HAVE THIS REALLY STRONG FEELING I'M GONNA HAVE TO SCREAM AGAIN. GIVE ME A SECOND.
OK, I'M READY.

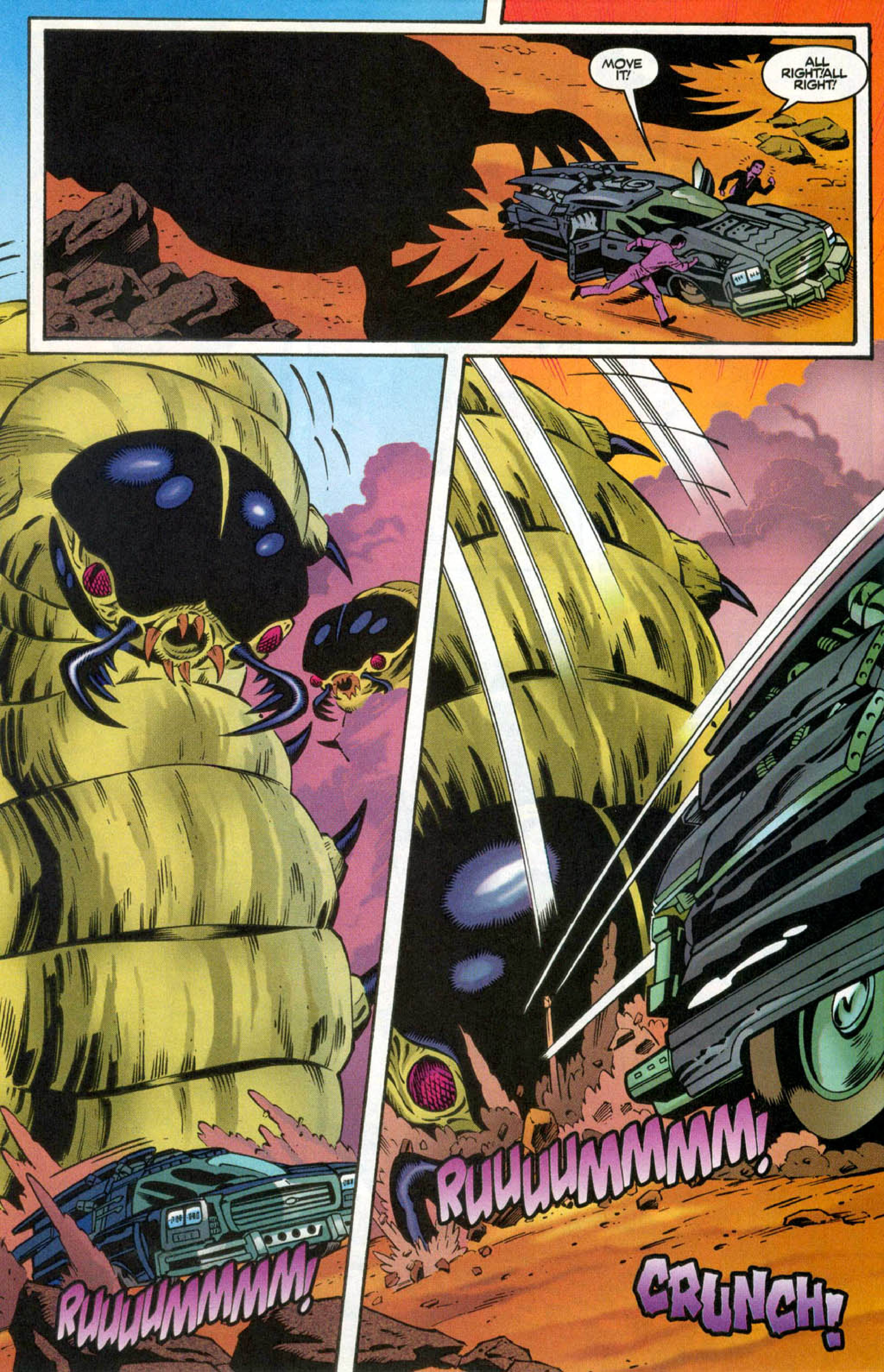

CHITTA
CHITTA
YAAAAAAAAA
CHITTA
CHITTA
CHITTA CHITTA
CHITTA
CHITTA
CHITTA
CHITTA
CHITTA
AAAAAAAHHH!

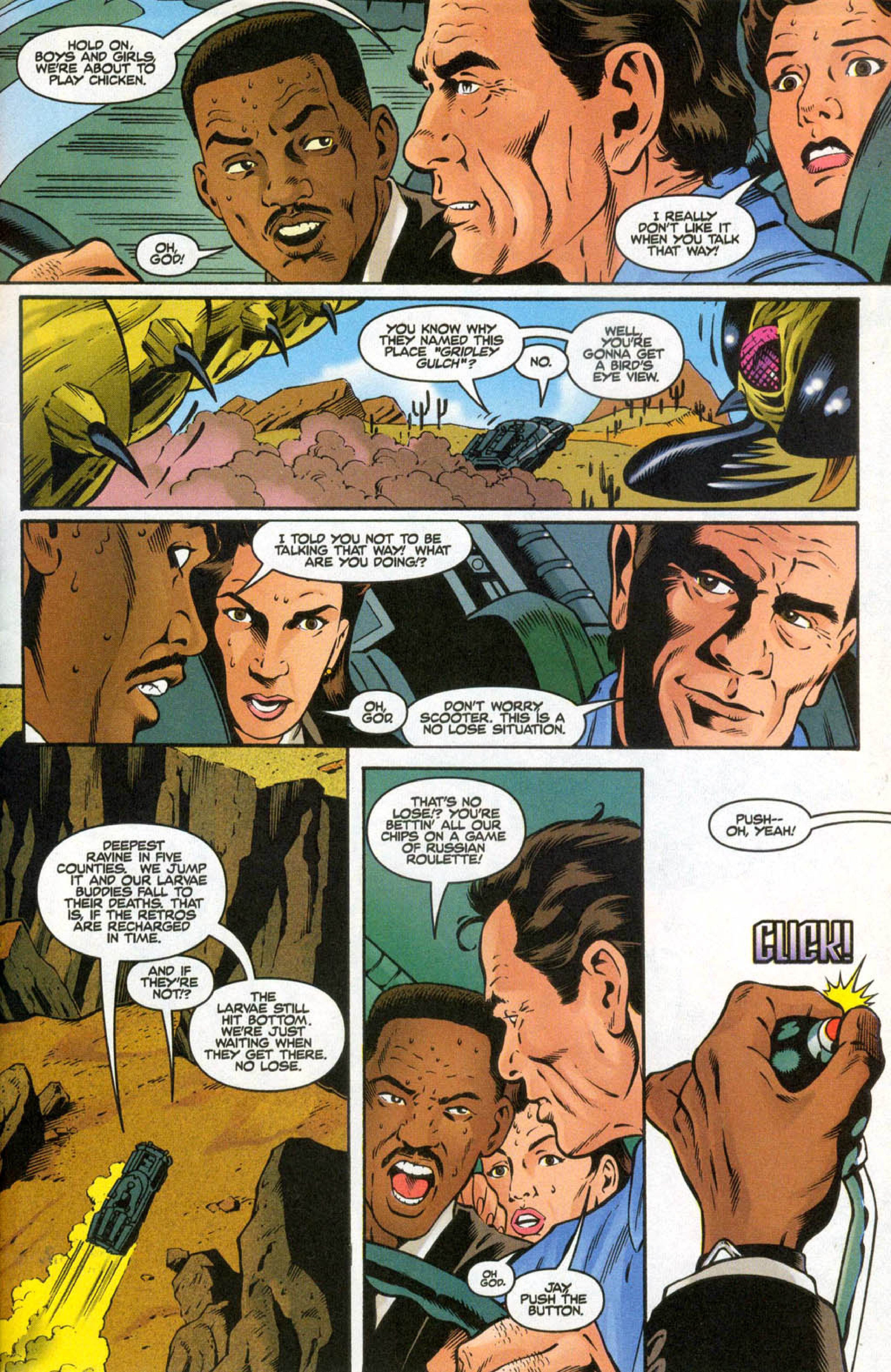

CHITTA
CHITTA
"HANG ON, GUYS! I'LL TRY TO GET US OUTTA HERE!"
AAAAOOOMMMM!
AAAHHHH!
NOT THAT WAY! TURN, GIRL, TURN!
"THEY'RE EVERYWHERE!"
RIGHT! LEFT! AH, JUST GO OVER THEM!
HERE GOES!

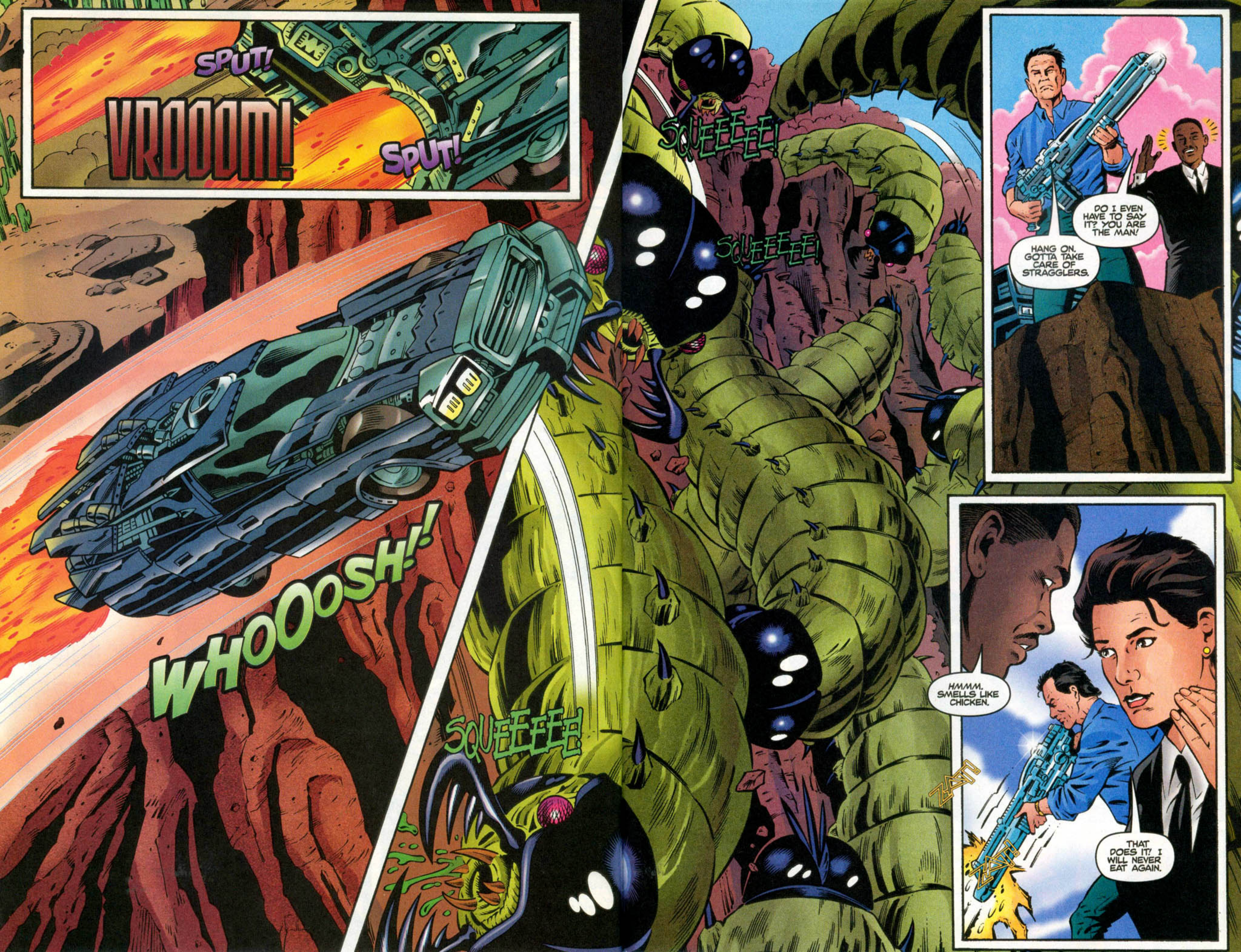

VROOOOOOOMMMMM!
SCRAAARR!
WUMP!
RUUMMMM
SPUTTER
WE JUST LOST THE RETROS!
AGENT ELLE CALLING HQ! WE NEED SOME HELP HERE, ZED!
WHAT SQUAWK CAN'T SQUORK YOU!

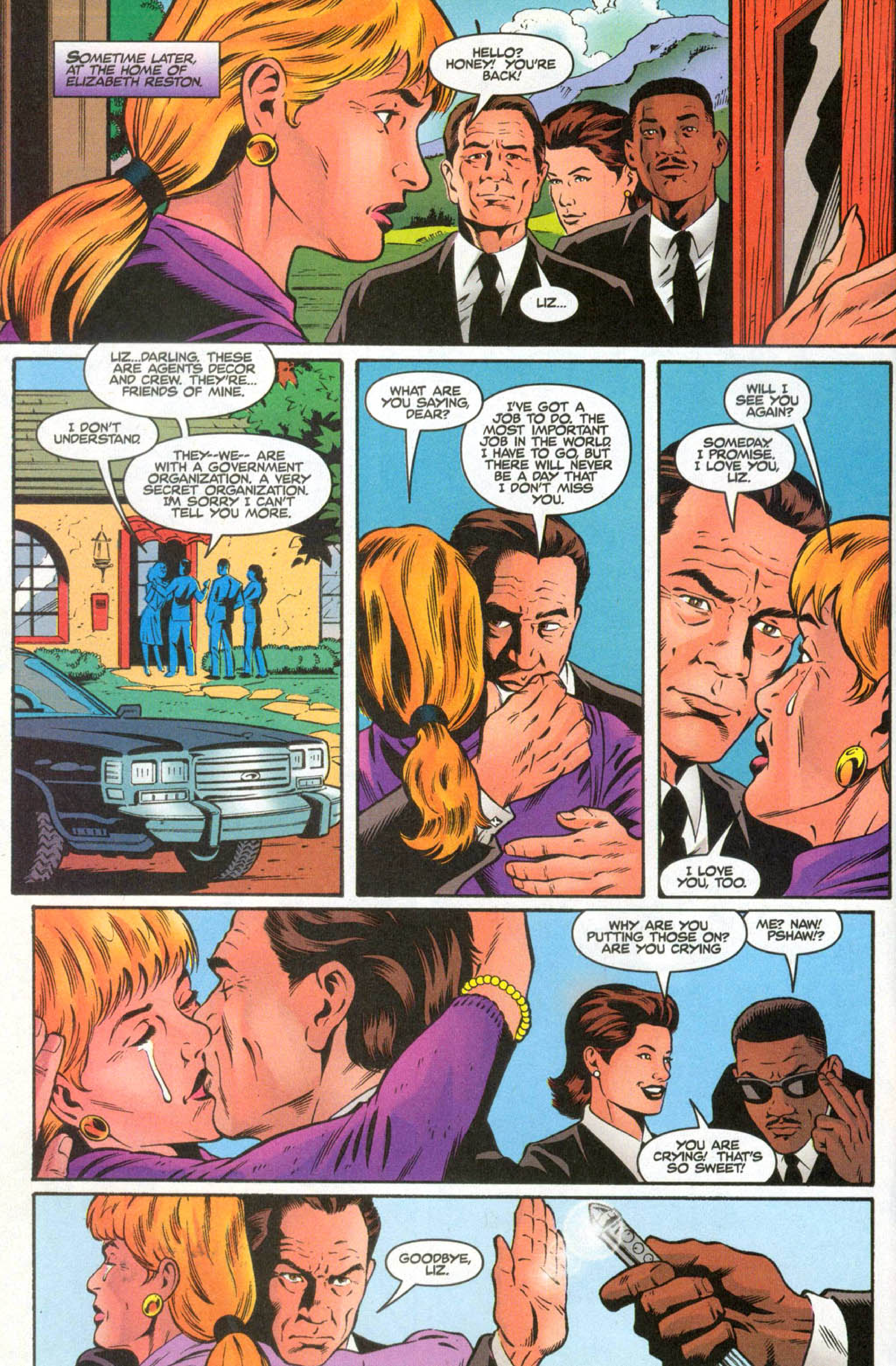

THEY'RE AFTER ME. DROP ME OFF AND GET YOURSELVES OUT OF HERE!
WE'RE ON OUR OWN! WHATTA WE DO!?
NO WAY ARE YOU GONNA BE WORM FOOD!
THEN THINK OF SOMETHING ELSE!
DON'T LOOK AT ME! YOU'RE THE EXPERT!
WAS THE EXPERT! YOU MADE HIM FORGET!
GLASSES ON, GIRL! I'M GONNA TRY SOMETHING!
WHAT!?
I'M GONNA MAKE HIM FORGET HE FORGOT!
FASH!
YOUNG MAN, THAT IS THE MOST RIDICULOUS THING --
LISTEN, KAY! I WANT YOU TO REMEMBER! REMEMBER EVERYTHING!
REMEMBER...
HEY SLICK! BIT OF A TIGHT SPOT, EH?
BINGO! IT WORKED!
THANK GOD!

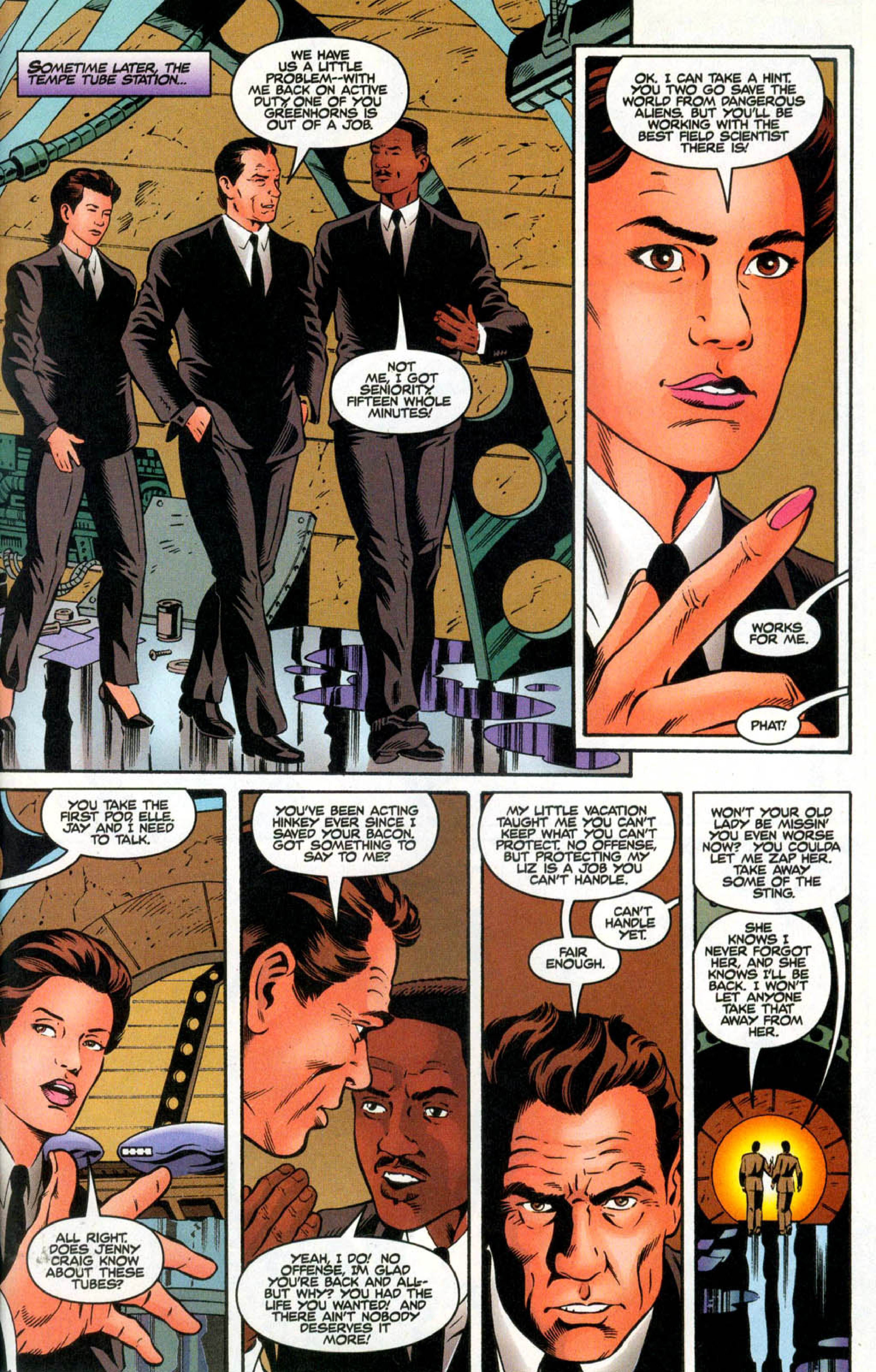

GET ME UP TO SPEED, SPORT. WHAT'D ZED TELL YOU?
THOSE CREEPY CRAWLERS BEHIND US ARE EDGAR'S KIDS AND THEY'RE AFTER YOU. REVENGE WE FIGURE.
JUST A LITTLE. I WAS IN EDGAR'S STOMACH. I SMELL LIKE FOOD. REALLY GOOD FOOD, FROM A BUG'S POINT OF VIEW.
ZED SAY ANYTHING ELSE?
YEAH. HE SAID TELL YOU YOU'RE EXPENDABLE.
FIGURES. "YOU'RE EXPENDABLE" IS ZED'S WAY OF SAYING "GOOD LUCK." AND, OF COURSE, WE ARE EXPENDABLE.
ENOUGH OLD HOME WEEK! THOSE THINGS ARE GAINING AND I'M RUNNING OUT OF OPTIONS!
STOP THE CAR.
ARE YOU CRAZY? THEY'LL BE ON US IN SECONDS!
WE'RE GOING TO PERFORM A MANEUVER INDELICATELY KNOWN AS A CHINESE FIRE DRILL. WE'RE GOING TO DO IT VERY QUICKLY. WHEN I SAY "NOW", HIT THE BRAKES.
WHAT!?
NOW!!!
CHITTA
CHITTA
SCREEEEEEEEEEECH!

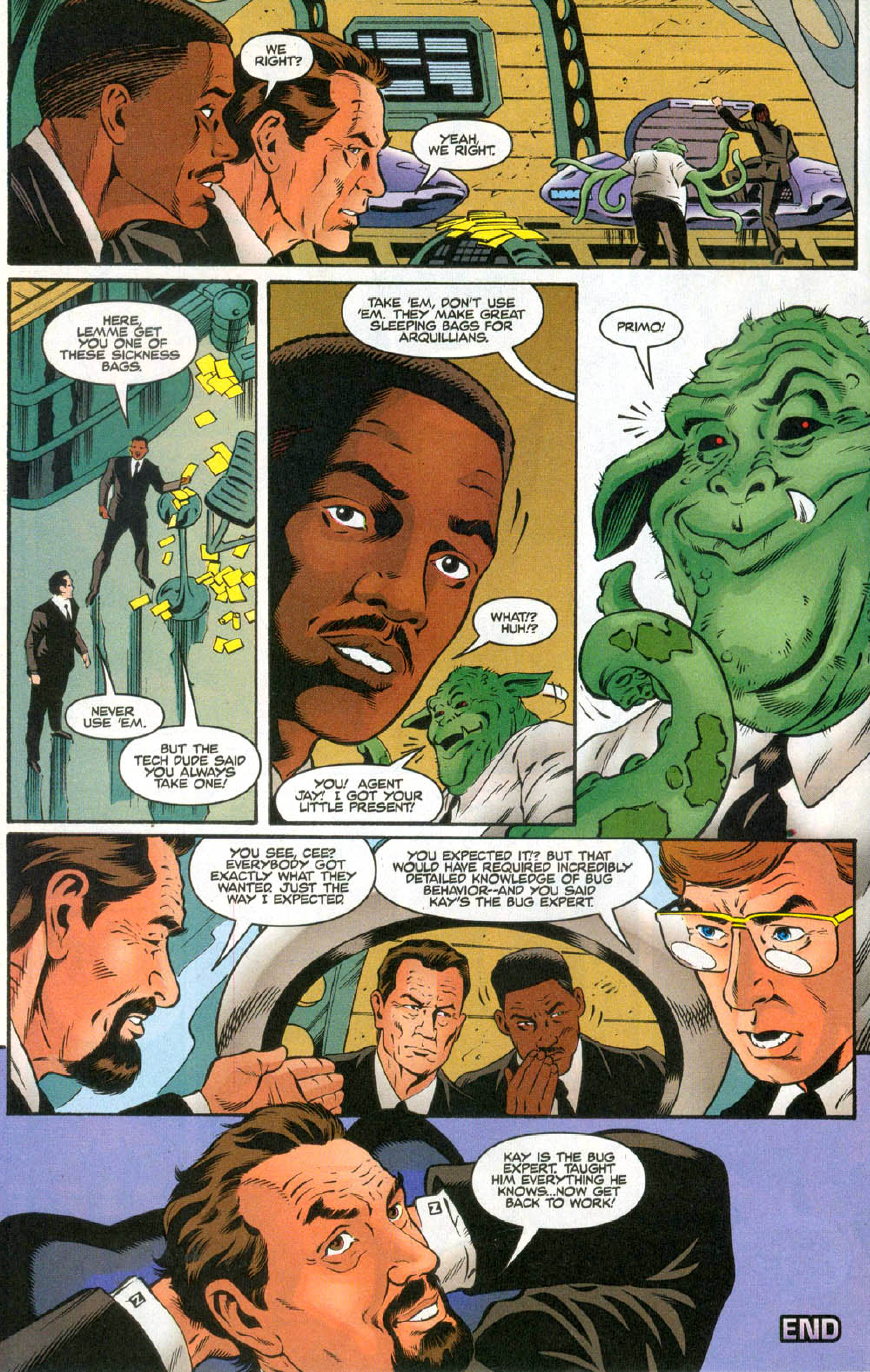

MOVE IT!
ALL RIGHT! ALL RIGHT!
RUUUUMMMM!
RUUUUMMMMM!
CRUNCH!


HOLD ON, BOYS AND GIRLS, WE'RE ABOUT TO PLAY CHICKEN.
OH, GOD!
I REALLY DON'T LIKE IT WHEN YOU TALK THAT WAY!
YOU KNOW WHY THEY NAMED THIS PLACE "GRIDLEY GULCH"?
NO.
WELL, YOU'RE GONNA GET A BIRD'S EYE VIEW.
I TOLD YOU NOT TO BE TALKING THAT WAY! WHAT ARE YOU DOING!?
OH, GOD.
DON'T WORRY, SCOOTER. THIS IS A NO LOSE SITUATION.
DEEPEST RAVINE IN FIVE COUNTIES. WE JUMP IT AND OUR LARVAE BUDDIES FALL TO THEIR DEATHS. THAT IS, IF THE RETROS ARE RECHARGED IN TIME.
AND IF THEY'RE NOT!?
THE LARVAE STILL HIT BOTTOM. WE'RE JUST WAITING WHEN THEY GET THERE. NO LOSE.
THAT'S NO LOSE!? YOU'RE BETTIN' ALL OUR CHIPS ON A GAME OF RUSSIAN ROULETTE!
OH GOD.
JAY, PUSH THE BUTTON.
PUSH-- OH, YEAH!
CLICK!


SPUT!
VROOOM!
SPUT!
WHOOOOSH!!
SQUEEEEEE!
SQUEEEEEE!
SQUEEEEE!
DO I EVEN HAVE TO SAY IT? YOU ARE THE MAN!
HANG ON. GOTTA TAKE CARE OF STRAGGLERS.
HMMM. SMELLS LIKE CHICKEN.
ZAT!
ZAT!
THAT DOES IT! I WILL NEVER EAT AGAIN.


SOMETIME LATER, AT THE HOME OF ELIZABETH RESTON.
HELLO? HONEY! YOU'RE BACK!
LIZ...
LIZ...DARLING. THESE ARE AGENTS DECOR AND CREW. THEY'RE... FRIENDS OF MINE.
I DON'T UNDERSTAND.
THEY--WE-- ARE WITH A GOVERNMENT ORGANIZATION. A VERY SECRET ORGANIZATION. IM SORRY I CAN'T TELL YOU MORE.
WHAT ARE YOU SAYING, DEAR?
I'VE GOT A JOB TO DO. THE MOST IMPORTANT JOB IN THE WORLD. I HAVE TO GO, BUT THERE WILL NEVER BE A DAY THAT I DON'T MISS YOU.
WILL I SEE YOU AGAIN?
SOMEDAY. I PROMISE. I LOVE YOU, LIZ.
I LOVE YOU, TOO.
WHY ARE YOU PUTTING THOSE ON? ARE YOU CRYING
ME? NAW! PSHAW!?
YOU ARE CRYING! THAT'S SO SWEET!
GOODBYE, LIZ.


SOMETIME LATER, THE TEMPE TUBE STATION...
WE HAVE US A LITTLE PROBLEM--WITH ME BACK ON ACTIVE DUTY, ONE OF YOU GREENHORNS IS OUT OF A JOB.
NOT ME, I GOT SENIORITY. FIFTEEN WHOLE MINUTES!
OK. I CAN TAKE A HINT. YOU TWO GO SAVE THE WORLD FROM DANGEROUS ALIENS. BUT YOU'LL BE WORKING WITH THE BEST FIELD SCIENTIST THERE IS!
WORKS FOR ME.
PHAT!
YOU TAKE THE FIRST POD, ELLE. JAY AND I NEED TO TALK.
ALL RIGHT. DOES JENNY CRAIG KNOW ABOUT THESE TUBES?
YOU'VE BEEN ACTING HINKEY EVER SINCE I SAVED YOUR BACON. GOT SOMETHING TO SAY TO ME?
YEAH, I DO! NO OFFENSE, I'M GLAD YOU'RE BACK AND ALL-- BUT WHY? YOU HAD THE LIFE YOU WANTED! AND THERE AIN'T NOBODY DESERVES IT MORE!
MY LITTLE VACATION TAUGHT ME YOU CAN'T KEEP WHAT YOU CAN'T PROTECT. NO OFFENSE, BUT PROTECTING MY LIZ IS A JOB YOU CAN'T HANDLE.
CAN'T HANDLE YET.
FAIR ENOUGH.
WON'T YOUR OLD LADY BE MISSIN' YOU EVEN WORSE NOW? YOU COULDA LET ME ZAP HER. TAKE AWAY SOME OF THE STING.
SHE KNOWS I NEVER FORGOT HER, AND SHE KNOWS I'LL BE BACK. I WON'T LET ANYONE TAKE THAT AWAY FROM HER.


WE RIGHT?
YEAH, WE RIGHT.
HERE, LEMME GET YOU ONE OF THESE SICKNESS BAGS.
NEVER USE 'EM.
BUT THE TECH DUDE SAID YOU ALWAYS TAKE ONE!
TAKE 'EM, DON'T USE 'EM. THEY MAKE GREAT SLEEPING BAGS FOR ARQUILLIANS.
WHAT!? HUH!?
YOU! AGENT JAY! I GOT YOUR LITTLE PRESENT!
PRIMO!
YOU SEE, CEE? EVERYBODY GOT EXACTLY WHAT THEY WANTED. JUST THE WAY I EXPECTED.
YOU EXPECTED IT!? BUT THAT WOULD HAVE REQUIRED INCREDIBLY DETAILED KNOWLEDGE OF BUG BEHAVIOR--AND YOU SAID KAY'S THE BUG EXPERT.
KAY IS THE BUG EXPERT. TAUGHT HIM EVERYTHING HE KNOWS...NOW GET BACK TO WORK!
END